

RESOLUTION 2009-284

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BABCOCK RANCH COMMUNITY

INCREMENT 1

DRI INCREMENTAL DEVELOPMENT ORDER

BOARD OF COUNTY COMMISSIONERS CHARLOTTE COUNTY, FLORIDA

December 15, 2009

CEPTING DANGE COPY
OF THE OPICIONAL
BARBARA STORY
CLERK OF THE GREUIT COURT
CHARLOTTE COUNTY FLARIDA

BY:

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1	RESOLUTION NO. 2009- 284
2 3 4 5	AN INCREMENTAL DEVELOPMENT ORDER OF THE BOARD OF COUNTY COMMISSIONERS OF CHARLOTTE COUNTY, FLORIDA FOR INCREMENT 1 OF THE BABCOCK RANCH COMMUNITY (CHARLOTTE COUNTY), A MASTER DEVELOPMENT OF REGIONAL IMPACT.
6	WHEREAS, on January 16, 2009 Babcock Property Holdings, LLC ("Developer"), in
7	accordance with Subsections 380.06(6) and (21), Florida Statutes, filed an Application for
8	Incremental Development Approval ("AIDA") known as the Babcock Ranch Community,
9	Increment 1 (hereinafter "Babcock Charlotte Increment 1" or "Increment 1") with Charlotte
10	County, Florida ("County") and the Southwest Florida Regional Planning Council ("SWFRPC");
11	and
12	WHEREAS, Developer, County, and the SWFRPC entered into a Master DRI Agreement
13	on March 13, 2007 (fully executed March 16, 2007), as required by Section 380.06(21)(b),
14	Florida Statutes ("AMDA Agreement"); and
15	WHEREAS, in February, 2007, Developer, in accordance with Subsections 380.06(6)
16	and (21), Florida Statutes, filed a Application for Master Development Approval ("AMDA") of a
17	Development of Regional Impact (DRI) known as the Babcock Ranch Community ("Babcock
18	Charlotte") with County and SWFRPC; and
19	WHEREAS, on December 13, 2007, the Board of County Commissioners of Charlotte
20	County, Florida ("Board") approved and adopted the Babcock Ranch Community Master
21	Development of Regional Impact Master DRI Development Order under Resolution 2007-196,
22	as subsequently amended on June 17, 2008 under Resolution 2008-063, thereby having an
23	effective date of September 1, 2008, and amended on December 15, 2009 under Notice of
24	Proposed Change ("NOPC") NOPC-09-09-12, adopted as Resolution 2009-283 ("MDO"); and

WHEREAS, in accordance with Condition 22 of the MDO, the Board of County 1 Commissioners of Charlotte County, Florida and the Babcock Ranch Community Independent 2 Special District entered into the "Babcock Ranch Community Fiscal Stabilization Agreement 3 between Board of County Commissioners of Charlotte County, Florida, and the Babcock Ranch 4 Community Independent Special District" (the "District") on September 23, 2008, ("Fiscal 5 Stabilization Agreement"); and as recorded in Official Records Book 3326, Pages 1412-1439, of 6 the Public Records of Charlotte County, Florida; and said agreement satisfies the MDO 7 8 requirements; and WHEREAS, in accordance with Condition 21 of the MDO, the Board of County 9 Commissioners of Charlotte County, Florida, Developer, and the District entered into the 10 "Impact Fee Credit and Reimbursement Agreement for Babcock Ranch Community" on 11 November 12, 2008, ("Impact Fee Agreement"); and as recorded in Official Records Book 12 3337, Pages 1813-1823, of the Public Records of Charlotte County, Florida; and said agreement 13 satisfies the MDO requirements; and 14 WHEREAS, in accordance with Condition 9(A), Education, of the MDO, the School 15 Board of Charlotte County, Florida, the District, and Developer entered into a "Babcock Ranch 16 ("School Site Dedication School Site Dedication Agreement" on February 10, 2009, 17 Agreement"); and said agreement satisfies the MDO requirements; and 18 WHEREAS, in accordance with Condition 3(C)(1), Affordable Housing, of the MDO, the 19 Board of County Commissioners of Charlotte County, Florida, Developer, and the District 20 entered into the "Affordable Housing Agreement for Babcock Ranch Community" on March 17, 21 2009, ("Affordable Housing Agreement"); and as recorded in Official Records Book 3369, 22

- 1 Pages 1318-1327, of the Public Records of Charlotte County, Florida; and said agreement
- 2 satisfies the MDO requirements; and
- 3 WHEREAS, in accordance with Condition B(5), Transportation, of the MDO, Developer
- 4 submitted to County the Internal Transit Feasibility Study for Babcock Ranch dated August 26,
- 5 2009; and said agreement satisfies the MDO requirements; and
- WHEREAS, in accordance with Condition 7C(6), Wastewater Management and Water
- 7 Supply, of the MDO, Charlotte County and MSKP Town and Country Utility, LLC entered into a
- 8 "Memorandum of Agreement for Bonding Methodology" on December 15, 2009; and said
- 9 agreement satisfies the MDO requirements; and
- WHEREAS, all of the agreements, studies, reports and other documents referenced in
- this Incremental Development Order shall be kept on file with the SWFRPC; and
- WHEREAS, the Board, as the governing body of the unincorporated area of Charlotte
- 13 County having jurisdiction pursuant to Section 380.06, Florida Statutes, is authorized and
- empowered to consider the AIDA for the Babcock Charlotte Increment 1; and
- WHEREAS, the public notice requirements of Section 380.06, Florida Statutes, and the
- 16 Charlotte County Land Development Regulations ("LDR"), which includes the County's Zoning
- 17 Ordinance, have been satisfied for the AIDA; and
- WHEREAS, the Charlotte County Planning and Zoning Board has reviewed and
- 19 considered the report and recommendations of the SWFRPC and held a public hearing to
- 20 consider the AIDA on December 14, 2009; and
- 21 WHEREAS, the issuance of a development order pursuant to Section 380.06, Florida
- 22 Statutes, does not constitute a waiver of any powers or rights of County regarding the issuance of
- 23 other development permits consistent herewith; and

- 1 WHEREAS, County and Developer entered into a development agreement on April 20,
- 2 2006, which sets forth various rights and duties of the parties with respect to infrastructure for
- 3 Babcock Charlotte ("Charlotte Development Agreement"); and
- WHEREAS, the District was established by the 2007 Session of the Florida Legislature
- 5 to design, finance, construct, operate, and maintain various infrastructure elements within
- 6 Babcock Charlotte; and
- WHEREAS, on December 15, 2009 the Board, at a public hearing in accordance with
- 8 Section 380.06, Florida Statutes, having considered the AIDA submitted by Developer, the
- 9 AIDA sufficiency questions from reviewing agencies and Developer's responses thereto, the
- 10 report and recommendations of the SWFRPC, the documentary and oral evidence presented at
- the hearing before the Board, the report and recommendations of the Charlotte County Planning
- 12 and Zoning Board, the recommendations of Charlotte County staff, and the Charlotte
- Development Agreement, makes the Findings of Fact and Conclusions of Law set forth below.
- NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY
- 15 COMMISSIONERS OF CHARLOTTE COUNTY, FLORIDA THAT:
- 16 RECITALS
- The recitals set forth above are true and correct and are incorporated herein and made a
- 18 part hereof.

19 FINDINGS OF FACT AND CONCLUSIONS OF LAW

- 20 1. The real property constituting the Babcock Charlotte Increment 1 which is the subject of
- 21 the AIDA, consists of approximately 3,051.36 acres, and is legally described as set forth in
- 22 Exhibit A attached hereto and made a part hereof ("Property" or "Community").
- 23 2. The AIDA is consistent with Subsections 380.06(6) and (21), Florida Statutes.
- 24 3. The AIDA is consistent with the MDO, which is incorporated herein by reference.

- 1 4. The Developer submitted to the County an AIDA in January, 2009 and responses to
- 2 sufficiency questions dated May, 2009 and July, 2009. The application was deemed sufficient
- 3 by the SWFRPC on September 21, 2009. The representations and commitments of Developer
- 4 made in those documents which are made conditions of this Incremental Development Order are
- 5 identified and set forth herein.
- 6 5. The Developer proposes to develop Increment 1 in accordance with the Babcock Master
- 7 Concept Plan (Map H through H-4, collectively referred to herein as Map H) attached hereto as
- 8 Exhibits B-1 through B-4 and made a part hereof. Map H constitutes a portion of the revised
- 9 Master Plan for the Babcock Ranch Overlay District, in the Charlotte County Comprehensive
- 10 Plan ("Comprehensive Plan") and the revised portion of Exhibit C-1 in the Charlotte
- 11 Development Agreement. The development program for Increment 1 authorized by this
- 12 Incremental Development Order, consisting of two phases, is as follows ("Development
- Program"), subject to the limitations contained herein:
- 14 (i) 2,500 residential dwelling units (1,500 single family units and 1,000 multi family
- 15 units),
- 16 (ii) 126,000 square feet of retail,
- 17 (iii) 322,500 square feet of office (general office; medical office; and civic,
- community, and miscellaneous public facilities),
- (iv) 100 hotel rooms,
- 20 (v) 90,000 square feet of industrial,
- 21 (vi) Ancillary facilities of the educational service center, schools, and university
- research facilities as identified in Exhibit B of the MDO and the necessary utility
- infrastructure including, but not limited to, water, wastewater and reuse water

- systems, electric, telephone and cable systems will not be attributed to the development components set forth above, and will not count towards the maximum thresholds of development as established in this Incremental Development Order and the BROD policies of the 2014 Comprehensive Plan.
 - (vii) All other ancillary facilities, such as libraries, and places of worship together with the development components set forth above (excluding vi) shall not exceed the maximum thresholds established in this Incremental Development Order.

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- 8 (viii) Temporary housing for construction workers and their families will not count against the residential dwelling units allowed herein.
- As set forth in more detail in Section 4 below, from a transportation perspective, only Babcock 10 Ranch Community Increment 1-Phase 1 ("Increment 1- Phase 1") is approved by this 11 Incremental Development Order. Only the residential and non-residential development shown 12 on Exhibit E for Increment 1-Phase 1 is authorized by this Incremental Development Order. 13 However, site related preparation and improvements for Increment 1-Phase 1 and Increment 1-14 Phase 2 are allowed, such as clearing, grading, infrastructure, water management, mitigation, 15 environmental restoration and landscaping. Prior to submittal of Increment 1-Phase 2 or any 16 other Increments, an update of the Master Traffic Study shall be conducted and approved in 17 accordance with the Master Development Order as modified by that certain Notice of Proposed 18 Change approved December 15, 2009. 19
- 20 6. The development is not in an area designated as an Area of Critical State Concern
 21 pursuant to the Provisions of Section 380.05, Florida Statutes, as amended.
- 7. The development of Increment 1 is consistent with the current land development regulations and the Comprehensive Plan of County ("Comprehensive Plan"), adopted pursuant

- 1 to Chapter 163, Part II, Florida Statutes. Further, it is orderly, maximizes efficiency of
- 2 infrastructure, and provides for specific infrastructure improvements needed to meet prescribed
- 3 levels of service.
- 4 8. The Increment 1 development as approved herein is consistent with the State
- 5 Comprehensive Plan.
- 6 9. The mitigation provided for Increment 1 development is consistent with the requirements
- 7 of section 163.3180(12), F.S.
- 8 10. The AIDA for Increment 1 of the Babcock Ranch Community DRI is hereby approved,
- 9 subject to compliance with the conditions contained in this Incremental Development Order and
- 10 the MDO.

11 CONDITIONS

12 1. GROSS RESIDENTIAL DENSITY CONDITION AND DEVELOPMENT

13 **PROGRAM**

- 14 A. Representations and Commitments as Conditions.
- 15 (1) As provided in the Comprehensive Plan, net densities in the development pods
- will range from 3 to 16 units per acre in villages, and from 3 to 24 units per acre in the town
- 17 center.
- 18 (2) The Development Program is approved and may be adjusted by Developer in
- 19 accordance with the equivalency matrix attached hereto, and incorporated herein, as Exhibit C.
- 20 The maximum and minimum limits of development within each category for Increment 1 shall
- 21 be subject to the Substantial Deviation criteria set forth in Subsection 380.06(19), Florida
- 22 Statutes.
- 23 (3) As part of the review of this AIDA, a visioning workshop was held on April 6,
- 24 2009 to solicit public input on the implementation of the Master Plan for Increment 1, and the

- notice for said workshop was properly advertised pursuant to County's advertising requirements
- 2 for workshops; such workshop satisfies the MDO requirements.
- 3 (4) The amount of non-residential development which must be constructed by the end
- 4 of Increment 1 relative to the cumulative number of residential units which have been, or are
- 5 projected to be, developed by the end of Increment 1 shall be consistent with the development
- 6 limits established in the Comprehensive Plan. The detailed phasing of development and the
- 7 development area by parameters within Increment 1 is set forth on Exhibit E attached hereto.
- 8 The intent is that non-residential uses will be in place to serve the occupancy of dwelling units.
- 9 (5) Development within Increment 1 shall be in two phases in accordance with
- Exhibit E. Phase 1 shall be year 2010 through 2014, and Phase 2 from 2015 through 2019. Any
- development not completed in the Phase 1 may be completed in Phase 2.
- 12 (6) Current uses within Increment 1 may continue to operate until such time said use
- is permanently replaced with a use approved herein. Current uses within Increment 1 include,
- but are not limited to, cattle grazing and agricultural uses, mining and ecotourism uses. Permits
- for existing uses can be renewed or modified as an allowed use until said use is permanently
- 16 replaced by a use approved herein.
- 17 (7) Increment 1 is approved for all conditions herein, with the exception of
- 18 Transportation impacts, which are approved only for Increment 1-Phase 1, as provided for in
- 19 Condition 4(A)(1) herein.

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1 2. AFFORDABLE HOUSING

- A. Representations and Commitments as Conditions.
- 3 (1) A minimum of ten percent (10%) of the total number of residential units within
- 4 Increment 1 shall be designated for affordable and workforce housing.
- 5 (2) The Developer shall comply with the Affordable Housing Agreement. Said
- 6 agreement satisfies the MDO requirements.
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STORMWATER MANAGEMENT, WATER QUALITY, AND FLOOD PLAINS 1 3.

Representations and Commitments as Conditions. 2 Α.

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- The Master Drainage Plan for Increment 1 is attached hereto as Exhibit F. 3 (1)
- The design of the Increment 1 surface water management system will comply 4 (2) with the "Stormwater Plan" outlined in Subsection A and B in Condition 4 of the MDO. 5
- Developer shall submit the results from monitoring the existing ground and 6 (3) surface water quality conditions on and abutting Increment 1 with the applicable Biennial Report 7 8 in accordance with Condition 13 herein.
- When available, Developer shall identify any changes including duration, (4) frequency and seasonality, in timing or pattern of water flows, and between pre- and postdevelopment conditions as part of the applicable Biennial Report in accordance with Condition 13 herein. 12
 - Development of Increment 1 includes conveyance features located outside the (5) Examples of conveyance features Increment 1 boundaries that convey stormwater runoff. include, but are not limited to, swales, ditches, canals and overland flow. Some improvements to these conveyance features will be made as part of Increment 1.
 - The stormwater management system shall be that system as permitted by the (6) South Florida Water Management District ("SFWMD") or the Florida Department of Environmental Protection ("FDEP") as part of the Environmental Resource Permits ("ERP").

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4. TRANSPORTATION

- A. Representations and Commitments as Conditions.
- 3 (1) Increment 1-Phase 1.

a. From a transportation perspective, only Babcock Ranch Community Increment 1—Phase 1 ("Increment 1-Phase 1") is approved by this Incremental Development Order. Due to the limited development of Increment 1-Phase 1 and its build-out date of December 31, 2014, the traffic analysis that has been conducted by the Developer, Florida Department of Transportation (FDOT), Charlotte County and Lee County is sufficient. Only the residential and non-residential development shown on Exhibit E for Increment 1- Phase 1 is authorized by this Incremental Development Order. However, site related preparation and improvements for Increment 1-Phase 1 and Increment 1-Phase 2 are allowed, such as clearing, grading, infrastructure, water management, mitigation, environmental restoration and landscaping are allowed. Prior to submittal of Increment 1- Phase 2 or any other Increments, an update of the Master Traffic Study shall be conducted and approved in accordance with the Master Development Order as modified by that certain Notice of Proposed Change approved December 15, 2009.b.

Developer shall be fully responsible for the required site-related roadway and intersection improvements associated with Increment 1— Phase 1 as set forth herein. Site-related improvements include, but are not limited to, the following: site driveways and roads; median cuts made necessary by those driveways or roads; right-turn, left-turn, and deceleration or acceleration lanes leading to or from those driveways or roads; traffic control measures for those driveways or roads; and roads or intersection improvements whose primary purpose at the time of construction is to provide access to the

1	development. The specific site-related improvements shall be subject to review and
2	approval under the Site Plan Review process as provided in Section 3-9-5.1 of the Code
3	of Laws and Ordinances of Charlotte County, Florida ("Code"), and coordination with
4	FDOT. The site-related improvements are as follows:
5 6 7 8 9 10 11 12 13 14 15	SR 31 and South Project Entrance - Add NB Right-Turn Lane - Add SB Left-Turn Lane - Signal, If and When Warranted SR 31 and North Project Entrance - Add NB Right-Turn Lane - Add SB Left-Turn Lane - Signal, If and When Warranted Construction of ingress and egress driveways, as necessary along SR 31.
16 17	
18	c. The off-site traffic impacts of Increment 1-Phase 1, through 2014, as estimated by
19	the AIDA traffic analysis are identified in Exhibit J, which is attached hereto and
20	incorporated herein by reference. These off-site traffic impacts have been accepted by
21	FDOT, County, Lee County, DCA, and the SWFRPC, as the impacts resulting from
22	Increment 1-Phase 1.
23	1. The mutually agreed upon significant and adversely impacted
24	roadways and the identified improvements for Increment 1-Phase 1 are:
25 26 27 28	 a. SR 31 from SR 78 to North River Road Widen from 2 to 4 lanes 2. The mutually agreed upon significantly and adversely impacted
29	intersections and the identified improvements for Increment 1-Phase 1
30	are:
31	

1 2 3 4	 a. SR 31 and SR 80 - Add Second Southbound Left-Turn Lane - Add Second Eastbound Left-Turn Lane - Signal Retiming
5 6 7 8	b. SR 31 and SR 78- Add Second Eastbound Left-Turn Lane- Signal Retiming
9 10 11 12 13	 c. SR 31 and North River Road - Add Westbound Left-Turn Lane - Signalization, If and When Warranted
13 14	The Increment 1-Phase 1 proportionate share of the improvements, as
15	shown on Exhibit K, has been calculated consistent with F.S. 163.3180
16	(12)(a) and Rule 9J-2.045, F.A.C. The Increment 1-Phase 1 proportionate
17	share calculation was based on 1,156 pm peak hour two-way external trips
18	and 1,032 pm peak hour two-way net new trips established by the AIDA
19	traffic analysis. The calculated proportionate share for Increment 1-
20	Phase 1 is \$3,368,100 based upon the proportionate share percentages for
21	each improvement as shown on Exhibit K. The proportionate share
22	percentages have been accepted by FDOT, Charlotte County, Lee County,
	DCA, and the SWFRPC for Increment 1-Phase 1, recognizing that the
24	actual costs may increase or decrease based upon the final actual costs of
25	the agreed upon improvements.
26	3. a. The Increment 1- Phase 1 agreed upon mitigation of the
27	significantly and adversely impacted roadways and intersection
28	improvements identified in Condition 4(A) (1) b.1., accepted by FDOT,

Charlotte County, Lee County, DCA, and SWFRPC, shall be the

following schedule of listed improvements and date-certain payment provisions:

Reference #	Item	Total Cost	Anticipated Start Date
1	Intersection Improvements: - SR31 and SR80	\$243,000	Monitoring ⁽¹⁾
2	SR 31 Widening to 4 Lanes from SR 78 to North River Road Cause to have prepared Project Development and Environment Study of SR31 from SR78 to North River Road	\$260,000	Initiated (2)
	Prepare Preliminary Engineering Plans for SR 31 from SR78 to North River Road	\$774,000	2012
	 Undertake Right-of-Way Acquisition for SR 31 from SR78 to North River Road Construct Interim Intersection Improvements: 	\$980,000	2014
	- SR 31 and North River Road - SR 31 and SR 78 Construct 4 Lane Improvement for SR 31 from SR78 to North River Road	\$521,000 \$126,000 \$5,935,000	Monitoring ⁽¹⁾ Monitoring ⁽¹⁾ 2015
3	SR31 Traffic Count Stations	\$100,000	2011
	TOTAL	\$ 8,939,000	

(1) Start date as required per Condition 4(A) (1) b.(4)(a)

(2) These tasks have been initiated early by Developer to facilitate completion of required improvements.

b. If and when requested by Charlotte County, the Developer shall also make certain intersection improvements at SR 31 and CR 74, to extend the Northbound to Westbound Left Turn Lane, at an estimated cost of \$100,000, and as set forth in more detail in Section 4.d. below. The anticipated start date for these intersection improvements is 2013.

1	4.	Aft	ter the effective date of this Incremental Development Order, the
2	Develo	per	shall:
3		a.	Initiate the intersection improvements (Reference #1 above) no
4			later than 90 days after the monitoring report indicates that the
5			Project is generating at least 300 pm peak hour, two-way
6			external trips and the intersection is projected to operate below
7			the adopted level of service standard within 12 months. If
8			these improvements are not initiated within the above time
9			period, no building permits beyond these limitations can be
10			issued until these improvements are initiated.
11		b.	Initiate the improvements of SR 31 to eventually result in the
12			four-laning for SR 31 from SR 78 to North River Road
13			(Reference #2 above). The improvements will consist of the
14			following:
15		i)	Coordinate with FDOT to fund, continue and complete the
16			Project Development and Environment Study (PD&E) for
17			SR31 from at least SR78 to North River Road.
18		ii)	Coordinate with FDOT to undertake the Preliminary
19			Engineering for the SR31 roadway widening from at least SR
20			78 to North River Road.
21		iii)	Coordinate acquisition and funding with either the Babcock
22			Ranch Community Independent Special District, Charlotte

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County, Lee County or FDOT to assemble necessary right-ofway.

- iv) Coordinate with FDOT to construct the four-lane improvement. As identified in Condition 4(A)(1)c.3 above, it is anticipated that the PD&E study, the preliminary engineering, and the right-of-way acquisition will occur through 2014. Construction of the widening improvement is anticipated to commence in 2015. Of note, the interim intersection improvements may provide additional capacity to the roadway to maintain the roadway level of service standards, subject to biennial monitoring and confirmation after construction of the interim intersection improvements.
- v) Coordinate with FDOT to construct interim intersection improvements at SR 31 and North River Road and at SR 31 and SR 78. Intersection improvements are to be initiated no later than 90 days after the monitoring report indicates that the Project is generating at least 300 pm peak hour, two-way external trips.
- c. Install permanent traffic count stations at the Project's access points off SR 31 at the time of constructing the access points and up to two permanent traffic count stations along SR31, north and south of the proposed permanent entrances to the

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Community in 2011. Final location of the count stations will be coordinated with Charlotte County (Reference #3 above).

- d. If and when requested by Charlotte County the Developer will provide for the extension of the northbound SR31 left turn lane at CR 74. Charlotte County will complete the analysis to determine the extent of the improvement and the timing requirement of the improvement.
- 5. FDOT has maintenance authority for SR 31 and the intersection improvements set forth above. Developer shall be responsible for the guaranteed construction of the above improvements, in accordance with the above schedule, and in accordance with the binding and enforceable commitment by the Developer in this Incremental Development Order and on the attached Exhibit L to assure construction or improvement of these 163.3180(12)(a)4. facilities, pursuant to F.S. and Rule 9J-2.045(7)(a)1.a.(V), F.A.C.
- 6. As the cost of the mitigation by the Developer for Increment 1-Phase 1 exceeds the proportionate share of the impacts from Increment 1-Phase 1 of \$3,368,100 (as adjusted up or down in accordance with actual costs and based upon the accepted proportionate share percentages shown on Exhibit K), the Developer shall be credited to the overall impact of the Project for the cost of improvements beyond the proportionate share amount as provided in the MDO and applicable law. Developer and Charlotte County may enter into a Transportation Credit Agreement to

further delineate the terms and procedures for implementing credits for identified improvements set forth above in excess of the proportionate share of Increment 1-Phase1. Credit for the cost of additional improvements as set forth above shall be analyzed as part of transportation analysis for Increment 1-Phase 2 or future increments and to be included in subsequent incremental development orders.

d. As provided for elsewhere in this Incremental Development Order, the Developer shall submit biennial Monitoring Reports pursuant to the requirements of Section 380.06(18), F.S., Chapter 9J-2, F.A.C., and the MDO.

- e. Satisfaction of the required mitigation in the timeframes as outlined and compliance with the transportation related provisions of this Incremental Development Order for Increment 1-Phase 1 shall satisfy the road or traffic concurrency requirements of the Charlotte County Comprehensive Plan, Charlotte County Land Development Regulations, and the Charlotte County Concurrency Management System, through December 31, 2014 (the build out date of Increment 1-Phase 1). If the Developer proposes to extend the build out date of Increment 1-Phase 1 beyond December 31, 2014, the Developer and the review agencies, during the development order amendment process pursuant to Section 380.06(10), Florida Statues, shall re-evaluate the future traffic impact of the development in a manner consistent with the Master Development Order, and shall re-evaluate the concurrency status of Increment 1-Phase 1 on all roadway segments listed in Conditions 4(A)(1)c.1 above.
- f. DCA has determined that SR 31 is a Regionally Significant Roadway as defined in Rule 9J-2.045, F.A.C.

- g. Charlotte County, by approving this Incremental Development Order, has exercised its discretion to accept this mitigation for Increment1-Phase 1.
 - h. Improvements to the facilities outlined above shall be made at the time that a road segment or intersection is expected to operate below the level of service standard adopted in an impacted jurisdiction's Comprehensive Plan. No building permits for residential and non-residential development shown on Exhibit E for Increment 1- Phase 1 shall be issued unless the improvements are: a) complete, b) under construction, c) the subject of a clearly identified, executed and recorded local government development agreement consistent with Sec. 163.3220 through 163.3423, F.S. incorporated into the Incremental Development Order ensuring completion concurrent with impacts; or d) the subject of a binding commitment ensuring completion concurrent with impacts incorporated into the Incremental Development Order.

(2) Increment 1-Phase 2

a. Increment 1-Phase 2 transportation impacts and mitigation shall be addressed through an NOPC. All other conditions, other than Transportation, have been fully addressed for the entire Increment 1, so that the NOPC need only address Transportation issues, unless the

- Developer wishes to make other changes to the Development Program which necessitates a
- review of the other conditions.
 - (3) The Master Internal Circulation Plan for Increment 1 is attached hereto as Exhibit G.

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5. VEGETATION, WILDLIFE, AND WETLANDS

- A. Representations and Commitments as Conditions.
- 3 (1) No additional species have been documented within Increment 1 over those
- 4 identified in the MDO.

- 5 (2) Development within Increment 1 shall comply with the threatened and
- 6 endangered management plan ("T&E Plan") provided for in the Conceptual ERP and United
- 7 States Army Corps of Engineers Permit ("ACOEP").
- 8 (3) Development within Increment 1 shall comply with the mitigation requirements
- 9 provided for in the ERP and United States Army Corps of Engineers Permit ("ACOEP").
- 10 (4) Mitigation for wetlands and listed species within the Increment 1 boundary may
- occur outside the Increment 1 boundary in accordance with state and federal permits and the
- 12 MDO.
- 13 (5) The approved T&E Plan and approved Mitigation Plan will be provided as part of
- the first applicable Biennial Report to the County, the SWFRPC and the DCA, Division of State
- 15 Planning in accordance with Condition 13 herein. The Biennial Report shall also contain copies
- of any conservation easements that have been recorded relative to Increment 1 that were not
- provided in a previously submitted Biennial Report.
- 18 (6) Developer shall provide a copy of the Prescribed Fire Plan once completed as part
- of the applicable Biennial Report in accordance with Condition 13 herein.

- 1 (7) An updated Greenway Map for Increment 1 is attached hereto as Exhibit H1 and
- 2 Exhibit H2. Developer shall comply with the Babcock Ranch Community Charlotte County
- 3 Greenways Management Plan, a copy of which was provided to Charlotte County and is on file
- 4 with the SWFRPC.
- 5 REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY

1 6. WASTEWATER MANAGEMENT AND WATER SUPPLY

- A. <u>Representations and Commitments as Conditions.</u>
- 3 (1) The updated Primary Utility Corridor map for Increment 1 is attached hereto as
- 4 Exhibit I.
- 5 (2) The source of raw water for potable service within Increment 1 will be
- 6 groundwater from the Floridan Aquifer. MSKP Town and Country Utility, LLC or its successors
- 7 and assigns will provide water service for Increment 1.
- 8 (3) MSKP Town and Country Utility, LLC or its successors and assigns will provide
- 9 wastewater service for Increment 1.
- 10 (4) A centralized wastewater treatment system, in the form of package plants, shall be
- limited to 1.5 MGD (not including wastewater treatment options which will be employed in the
- 12 North Babcock Area).
- 13 (5) On-site wastewater treatment system(s) may be used permanently within the
- 14 Increment 1 North Area.
- 15 (6) Agricultural activities within the Increment 1 North Area will continue to use the
- 16 existing agricultural wells. An agricultural well may be converted or a new potable well
- established for non-agricultural activities within the Increment 1 North Area.
- 18 (7) All effluent suitable for Public Access Reuse will be stored and distributed as
- 19 needed into an irrigation system which will include residential, commercial, median and other
- 20 green areas. After storage has been maximized, excess effluent will be disposed of via deep
- 21 injection well consistent with Florida Department of Environmental Protection permitting.
- 22 Irrigation systems will use best management practices to minimize overspray onto impervious
- 23 systems that could lead to the stormwater management system.

- 1 (8) MSKP Town and Country Utility, LLC, or its successors and assigns, will provide
- 2 reclaimed water service for Increment 1.
- 3 REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY

7.	EDUCATION	on

- A. Representations and Commitments as Conditions.
- The Developer shall comply with the School Site Dedication Agreement. Said agreement satisfies Condition 9A. of the MDO requirements.
- 5 (2) The Developer shall comply with the Charlotte County Public School Facilities
- 6 Element of the Comprehensive Plan regarding the process for school concurrency management,
- 7 review and approval, and with Article XIV of the Charlotte County Land Development Code,
- 8 Concurrency Management regulations.
- 9 REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY

8. POLICE AND FIRE

- A. Representations and Commitments as Conditions.
- The Updated Summary of Land Dedication & Facilities Construction for
- 4 Increment 1 is attached hereto as Exhibit D and updates a portion of Exhibit D of the MDO.
- 5 (2) The specifications for (1) Horton EMS Transport Vehicle were submitted as part
- 6 of the AIDA for Increment 1. One (1) such vehicle shall be provided in accordance with
- 7 Exhibit D. The housing of that vehicle will be the responsibility of County.
- 8 (3) The District shall place an interim fully operational double-wide trailer at least 24
- 9 feet in width and 60 feet in overall length as the first Sheriff's Sub-Station next to the existing
- fire station located on SR 31 which will utilize the utilities serving the existing fire station. Said
- trailer shall be made available to the Sheriff by the issuance of the first residential Certificate of
- Occupancy and will be terminated upon the opening of the combined fire/Sheriff's facility in a
- 13 future increment.
- 14 (4) All law enforcement, fire, and EMS impact fees collected from the Development
- 15 (not including any interest earned by County) shall be provided to District and/or Developer in
- the form of reimbursements as set forth in the Impact Fee Agreement.
- 17 (5) The following Crime Prevention Through Environmental Design (CPTED)
- standards will be addressed as part of site plan review:
- 19 (a) Designated use of space;
- 20 (b) Crime problem incidental to that designated use;
- 21 (c) Solution(s) compatible with that designated use; and

- 1 (d) Incorporation of crime prevention strategies that enhance or do not impair
- 2 the use of the designated space.
- 3 REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY

9. OPEN SPACE AND PARKS

- A. Representations and Commitments as Conditions.
- Renewable energy resource facilities and systems shall be allowed throughout
- 4 Increment 1. If constructed within Active Greenways, such facilities shall not count as open
- 5 space.

- 6 (2) Park sites shall be conveyed with exotic pest plants removed and infrastructure
- 7 provided as set forth in Exhibit D.
- 8 (3) District or Developer shall prepare the master plan(s) for the permanent park
- 9 site(s) required within Increment 1 in consultation with County and at no cost to the County.
- 10 The County shall participate with the design team in development of the master plan(s). County
- shall enter into an agreement with Developer or District regarding the development and
- operation of parks prior to the 500th residential Certificate of Occupancy ("C/O") being issued
- within Increment 1.
- 14 (4) General agricultural operations may be conducted throughout Increment 1 in
- accordance with the Comprehensive Plan and the LDR.
- 16 (5) All parks and library impact fees collected from the Development within
- 17 Increment 1 shall be provided to District and/or Developer in accordance with the Impact Fee
- 18 Agreement.
- 19 (6) Common recreational areas and common open spaces within Increment 1, if any,
- will be maintained by the master property owner's association, the District, or a Chapter 190
- 21 Community Development District.

- 1 (7) Some recreation and parks may be provided as temporary uses in Increment 1 that 2 might be replaced by future development as other facilities are provided.
- 3 (8) Mini parks shall be provided at a minimum of one-half (.5) acre per one-thousand
- 4 population and neighborhood parks shall be provided at a minimum of one and one-half (1.5)
- 5 acre per one-thousand population within Increment 1.
- 6 REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY

1 **10. ENERGY**

- A. Representations and Commitments as Conditions.
- 3 (1) A Solar Photovoltaic Electrical Generation Facility and associated facilities, a
- 4 substation, an operations and maintenance building, and related appurtenances may be
- 5 constructed throughout Increment 1.
- 6 (2) One (1) zero energy home shall be constructed within Increment 1.
 - REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY

11. MINING OPERATIONS

- A. Representations and Commitments as Conditions.
- 3 (1) The existing mining operations may be continued during development of
- 4 Increment 1, consistent with permitting. As mining operations are phased out, mining lakes will
- 5 be properly reclaimed pursuant to applicable permits.
- 6 REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY

12. CONSISTENCY WITH THE LOCAL COMPREHENSIVE PLAN

2 Charlotte County has determined that the Increment 1 project is consistent with its

3 Comprehensive Plan.

13. BIENNIAL REPORTS

The Developer of Increment 1, or its successor(s)-in-title to the undeveloped portions of Increment 1, must submit a biennial report to the County, the SWFRPC and the DCA, Division of State Planning ("Division"), on Form RPM-BSP Annual Report – 1. This report must describe the stage of development and the status of compliance with the Incremental Development Order conditions as of the date of submission and be consistent with the rules of DCA. The first report must be submitted to the DRI Coordinator for SWFRPC, the Division, and County simultaneous with the next MDO annual report due not sooner than 2 years after approval of this Incremental Development Order. Further reporting must be submitted not later than once every two years for subsequent calendar years thereafter, simultaneous with the MDO annual reports, until Buildout, whether actual or declared. Failure to comply with this biennial reporting procedure is governed by Subsection 380.06(18), Florida Statutes, which provides for the temporary suspension of the Incremental Development Order. The Developer of Increment 1 must inform successors-in-title to any undeveloped portion of the real property covered by this Incremental Development Order of this reporting requirement.

14. CHANGED CONDITIONS

If County, during the course of monitoring the development of Increment 1, can demonstrate that substantial changes in the conditions underlying the approval of this Incremental Development Order has occurred or that this Incremental Development Order was

- based on substantially inaccurate information provided by the Developer, resulting in additional
- 2 substantial regional impacts, then a substantial deviation shall be deemed to have occurred.

3 15. COMPLIANCE MONITORING

- The County Administrator, or his or her designee, shall be the local official responsible
- 5 for assuring compliance with the Incremental Development Order. Monitoring procedures will
- 6 include County's site plan review and code enforcement procedures, and the Biennial Reports.

7 16. EXEMPTION FROM DOWNZONING AND DENSITY/INTENSITY

8 REDUCTION

- 9 Pursuant to Subsection 380.06(15)(c)3, Florida Statutes, this Increment 1 project is
- 10 exempt from down zoning, intensity reduction, or unit density reduction until December 31,
- 11 2037, unless County can demonstrate that substantial changes in the conditions underlying the
- approval of this Incremental Development Order have occurred or this Incremental Development
- Order was based on substantially inaccurate information provided by the Developer or that the
- change is clearly established by local government to be essential to the public health, safety, or
- 15 welfare.

16 17. COMMENCEMENT OF DEVELOPMENT

- Development shall commence in accordance with the deadline(s) established in this
- 18 Incremental Development Order.

19 18. PROJECTED BUILDOUT

- Buildout of Increment 1 is projected to occur on or about December 31, 2019 ("Buildout
- 21 Date").

22 19. EXPIRATION DATE

23 The expiration date for this Incremental Development Order is December 31, 2026.

20. DEVELOPMENT PERMITS

1

- 2 Subsequent requests for development permits within Increment 1 shall not require further
- 3 review pursuant to Section 380.06, Florida Statutes, unless it is found by the Board of County
- 4 Commissioners of Charlotte County ("Board"), after due notice and hearing, that one or more of
- 5 the following items listed in Paragraphs A and B is present. Upon such a finding, the Board may
- 6 take any action authorized by Subsection 380.06(19), Florida Statutes, pending issuance of an
- 7 amended development order.
- 8 A. A substantial deviation from the terms or conditions of this Incremental
- 9 Development Order, a failure to carry out conditions, commitments or mitigation measures to the
- 10 extent set forth herein or consistent with the timing schedules specified herein or substantial
- deviation from the approved development plans which create a reasonable likelihood of
- 12 additional regional impacts or other types of regional impacts which were not previously
- 13 reviewed by the SWFRPC; or
- B. An expiration of this Incremental Development Order as provided herein.

15 21. GENERAL PROVISIONS

- The approval granted by this Incremental Development Order is limited. Such approval
- shall not be construed to relieve the Developer of the duty to comply with all other applicable
- local, state or federal permitting regulations.
- 19 A. Developer and County shall work together in a cooperative manner to ensure that
- 20 the necessary applications to County, the issuance of permits and the conduct of inspections
- occur expeditiously and that development is not impeded by unnecessary delays associated with
- such applications, permit issuances, and inspections.

- B. It is understood that any reference herein to any governmental agency shall be construed to mean any future entity which may be created or be designated or succeed in interest
- 3 to, or which otherwise possesses any of the powers and duties of, any referenced governmental
- 4 agency in existence on the effective date of this Incremental Development Order.
- 5 C. Appropriate conditions and commitments contained herein may be assigned to or 6 assumed by District.
- D. If there is a conflict between a provision in this Incremental Development Order and a provision in the MDO or the Charlotte Development Agreement, the provision in this Incremental Development Order shall prevail for Increment 1. Exhibit D attached hereto and made a part hereof by reference, is an updated version of Exhibit D to the Charlotte Development Agreement entitled "Summary of Land Dedication and Facilities Construction" and the MDO, as to the Increment 1 property. Said updated Exhibit D also replaces Exhibit D to
- 14 E. If there is a conflict between a provision in this Incremental Development Order 15 and a provision in an ERP, a Consumptive Use Permit ("CUP") or ACOEP, the provision in the 16 ERP, CUP, or ACOEP shall prevail.

the Charlotte Development Agreement and the MDO as to the Increment 1 property.

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- F. In the event that any portion or section of this Incremental Development Order is determined to be invalid, illegal, or unconstitutional by a court or agency of competent jurisdiction, such decision shall in no manner, affect the remaining portions of this development order which shall remain in full force and effect.
- G. This Incremental Development Order shall be binding upon the County and the Developer, its assignees or successors-in-interest.

1	H. This Incremental Development Order shall become effective upon NOPC-09-09
2	12, approved by the Board on December 15, 2009, becoming effective. All dates contained
3	herein are based upon an assumed effective date occurring within 120 days of December 15
4	2009. If for any reason the actual effective date occurs beyond the 120 day assumption, all time
5	frames contained herein shall be extended commensurate with the number of days beyond the
6	120 days it takes for this IDO to become effective.
7	I. The County shall provide certified copies of this Incremental Development Orde
8	to DCA and the SWFRPC as provided in Subsection 380.06(25)(g), Florida Statutes.
9	J. This Resolution shall be recorded in the Minutes of the Board.
10	PASSED AND DULY ADOPTED this 15th day of December, 2009.
11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30	BOARD OF COUNTY COMMISSIONERS OF CHARLOTTE COUNTY, FLORIDA By: Robert J. Starr; Chairman ATTEST: Barbara T. Scott, Clerk of Circuit Court and Ex-officio Clerk to the Board of County Commissioners By: Hall Apally Deputy Clerk APPROVED AS TO FORM AND LEGAL SUFFICIENCY:
31 32 33 34 35 36	By: Aneth S. Knowk Fanette S. Knowlton, County Attorney K. 09-701

1	The Applicant, Babcock Property Holdings, LLC, does hereby approve and assent to all
2	of the terms, conditions, and provisions of the above and foregoing Incremental Development
3	Order, and acknowledges that the same are binding upon the Applicant and its successors and
4	assigns.
5 6 7 8 9 10 11 12 13 14 15 16 17 18 19	BABCOCK PROPERTY HOLDINGS, LLC By: Thomas J. Danahy, as President Witnesses to Babcock Property Holdings, LLC: Witnesses to Babcock Property Holdings, LLC: Sign) There so Turca (sign) ELPABETH A. ANDRES (print)

1		EXHIBITS

2 3	Exhibit A-1	Increment 1 North Area Babcock Ranch Community Legal Description
4 5	Exhibit A-2	Increment 1 South Area Babcock Ranch Community Legal Description
6	Exhibit A-3	Utility Easement Babcock Ranch Community Legal Description
7 8	Exhibit B-1	Babcock Ranch Community Map H Increment 1 Master Development Plan
9 10	Exhibit B-2	Babcock Ranch Community Map H-1 Increment 1 South Area Master Development Plan
11 12	Exhibit B-3	Babcock Ranch Community Map H-2 Increment 1 Utility Easement Area Master Development Plan
13 14	Exhibit B-4	Babcock Ranch Community Map H-3 Increment 1 North Area Master Development Plan
15 16	Exhibit B-5	Babcock Ranch Community Map H-4 Increment 1 Master Development Plan Fixed and Variable Development Criteria
17	Exhibit C	Babcock Ranch Community Increment 1 Equivalency Matrix
18	Exhibit D	Updated Summary of Land Dedications and Facilities Construction
19	Exhibit E	Babcock Ranch Community Increment 1 Parameters
20	Exhibit F	Increment 1 Master Drainage Plan
21 22	Exhibit G	Increment 1 Master Internal Circulation Plan
23 24	Exhibit H1	Increment 1 South Area Primary Greenway Map and Trails Plan
25 26	Exhibit H2	Increment 1 North Area Primary Greenway Map and Trails Plan
27 28	Exhibit I	Increment 1 Primary Utility Corridor Map
29 30 31	Exhibit J	Increment 1, Phase 1, Future (2014) Traffic Conditions with 22% (Daily) Internal Capture Directional Peak Hour, Peak Season
32 33 34 35	Exhibit K	Increment 1, Phase 1, Future (2014) Traffic Conditions with Project Proportionate Share Calculation

1	Exhibit L	Babcock Ranch Community DRI Increment 1-Phase 1 Developers
2		Binding Commitment Letter to Florida Department of
3		Transportation dated December 14, 2009
		-

LEGAL DESCRIPTION:

12/1/

BEING A PARCEL OF LAND LYING OVER A PORTION OF SECTIONS 29, 31, AND 32, TOWNSHIP 41 SOUTH, RANGE 26 EAST, CHARLOTTE COUNTY, FLORIDA; SAID PARCEL BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 31; PROCEED NORTH 00°48'42" WEST, ALONG THE WEST LINE OF SAID SECTION 31, A DISTANCE OF 2975.54 FEET TO A POINT ON THE WESTERLY EXTENSION OF THE NORTH LINE OF THAT CERTAIN "LESS & EXCEPT PARCEL" AS DESCRIBED IN OFFICIAL RECORDS BOOK 3011, PAGE 2078, PUBLIC RECORDS OF CHARLOTTE COUNTY, FLORIDA; THENCE NORTH 89'11'17" EAST, DEPARTING SAID WEST LINE, AND ALONG SAID WESTERLY EXTENSION, A DISTANCE OF 349.99 FEET TO THE NORTHWEST CORNER OF SAID "LESS & EXCEPT PARCEL"; THENCE CONTINUE NORTH 89"11'17" EAST, ALONG THE NORTH LINE OF SAID "LESS & EXCEPT PARCEL", A DISTANCE OF 3,349.91 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE NORTH 89'11'17" EAST, ALONG THE NORTH LINE OF SAID "LESS & EXCEPT PARCEL", A DISTANCE OF 2,311.08 FEET TO A POINT ON THE WEST LINE OF SAID "LESS & EXCEPT PARCEL"; THENCE NORTH 00'00'03" WEST, DEPARTING SAID NORTH LINE, AND ALONG SAID WEST LINE, A DISTANCE OF 2,799.32 FEET TO A POINT ON THE NORTH LINE OF SAID "LESS & EXCEPT PARCEL", THENCE NORTH 89°59'57" EAST, DEPARTING SAID WEST LINE, AND ALONG SAID NORTH LINE, A DISTANCE OF 2,166.96 FEET; THENCE SOUTH 00'00'03" EAST, DEPARTING SAID NORTH LINE, A DISTANCE OF 5,764.83 FEET TO A POINT ON THE NORTH LINE OF THAT CERTAIN 100-FOOT WIDE ACCESS EASEMENT AS DESCRIBED IN OFFICIAL RECORDS BOOK 3011, PAGE 2046, PUBLIC RECORDS OF CHARLOTTE COUNTY, FLORIDA; THENCE NORTH 89'51'41" WEST, ALONG SAID NORTH EASEMENT LINE, A DISTANCE OF 3,037.25 FEET; THENCE NORTH 89'35'41" WEST, CONTINUING ALONG SAID NORTH EASEMENT LINE, A DISTANCE OF 1,440.60 FEET; THENCE NORTH 00°00'03" WEST, DEPARTING SAID NORTH EASEMENT LINE, A DISTANCE OF 2,915.19 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 442.56 ACRES, MORE OR LESS.

SURVEYOR'S NOTES:

THE BEARINGS AND DISTANCES SHOWN ON THIS SKETCH AND DESCRIPTION ARE "GRID" AND BASED ON THE FLORIDA STATE PLANE COORDINATE SYSTEM, TRANSVERSE MERCATOR PROJECTION, FLORIDA WEST ZONE, NORTH AMERICAN DATUM OF 1983/2007 ADJUSTMENT.

BEARING BASE:

THE WEST LINE OF SECTION 31, TOWNSHIP 41 SOUTH, RANGE 26 EAST, IS TAKEN TO BEAR NORTH 00°48'42" WEST, AND ALL OTHER BEARINGS SHOWN HEREON, ARE RELATIVE THERETO.

LEGEND:

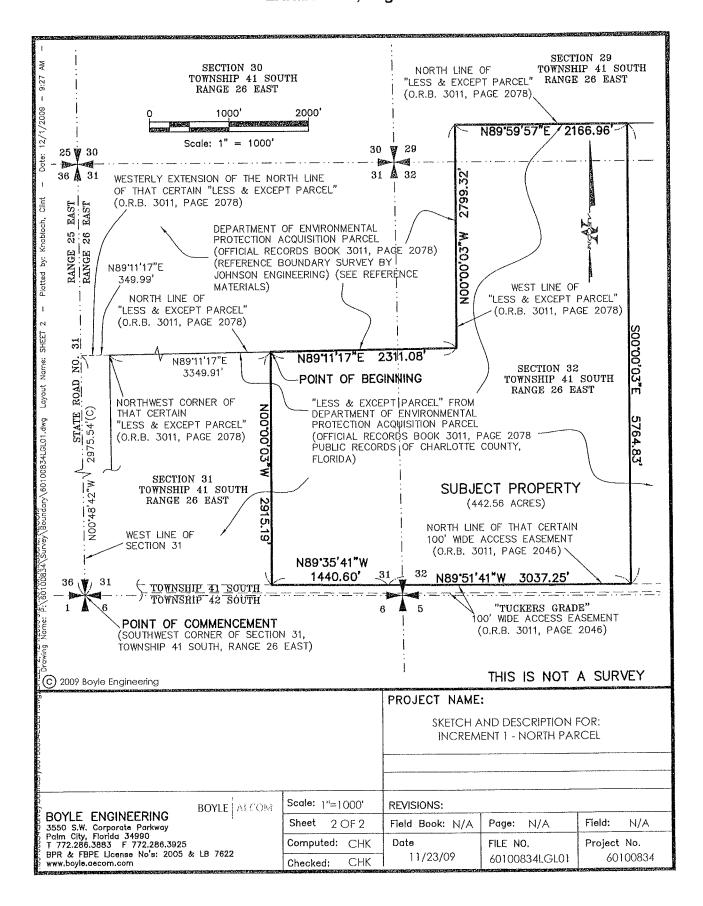
O.R.B. = OFFICIAL RECORDS BOOK

= SECTION CORNER

THIS IS NOT A SURVEY

(C) 2009 Boyle Engineering				CHARLES SHE PROPERTY OF STREET
SURVEYOR AND MAPPER'S SIGNATUR 1. UNLESS IT BEARS THE SIGNATURE AND ORIGINAL RA A FLORIDA LICENSED SURVEYOR, AND WAPPER, THIS MA FOR INFORMATIONAL PURPOSES ONLY AND IS NOT VALI 2. NO SEARCH OF THE PUBLIC RECORDS TAS BEEN M OFFICE.	ISED SEAL OF P/REPORT IS D.		: ND DESCRIPTION F ENT 1 - NORTH PAR	
CLINTON H. KNOBLOCH, PROFESSIONAL SURVEYOR & MAPPE STATE OF FLORIDA NO. 5053				
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www.boyle.decom.com	Checked: CHK	1 1725/07	00100034LGL01	00100004

EXHIBIT A-1, Page 2 of 2



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TO ZONING

REPRESENTATION AS SUBJECT PARCEL.

THIS SKETCH DOES NOT MAKE ANY DEVELOPMENT RESTRICTIONS ON THE SPOC = POINT OF COMMENCEMENT.

POB = POINT OF BEGINNING.

POB = POINT OF BEGINNING.
DESC. = DESCRIPTION
BRP = BABCOCK RANCH PRESERVE
PARCEL CONTAINS 2,583.52 ACRES MORE OR LESS.
DESCRIPTION ATTACHED.

THE NORTHWEST QUARTER (NW-1/4) SOUTH, RANGE 26 EAST BEARS COORDINATES, FLORIDA WEST ZONE

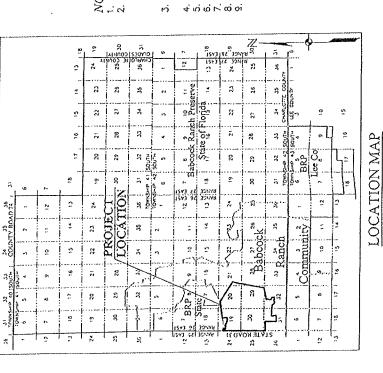
BEARINGS, DISTANCES AND AREAS ARE BASED ON GRID VALUES, BEARING REFERENCE: STATE PLANE COORDINATES, FLORIDA

STATE PLANE

NAD 83(99) WHEREIN WEST LINE OF OF SECTION 31, TOWNSHIP 42 SOUTH 00' 36' 46" WEST.

BABCOCK RANCH COMMUNITY INCREMENT 1 SOUTH AREA

SECTIONS 19, 20, 21, 28, 29, 30, 31 AND 32 TOWNSHIP 42 SOUTH, RANGE 26 EAST CHARLOTTE COUNTY, FLORIDA



A SURVEY NOTIS THIS

RMAN (FOR THE FIRM LB-642) SURVEYOR AND MAPPER PROPESSIONAL SURVEYOR FLORIDA CERTIFICATE NO W. NORMAN

NOT VALID WITHOUT THE SIGNATURE AND THE ORIGINAL RAISED SEAL OF A FLORIDA LICENSED AUG 2 5 2003 DATE SIGNED:

SURVEYOR AND MAPPER.

SKETCH TO ACCOMPANY DESCRIPTION

2122 JOHNSON STREET P.O. BOX 1550 T. MYERS, F.ORNDA 33922—1550 PHONE (239) 334—0046 FAX (239) 334—3661 E.B. #642 & L.B. #642 FORT ш 2

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FILE NO. 19-42-26 20066201-050 PROJECT NO. 04/29/09

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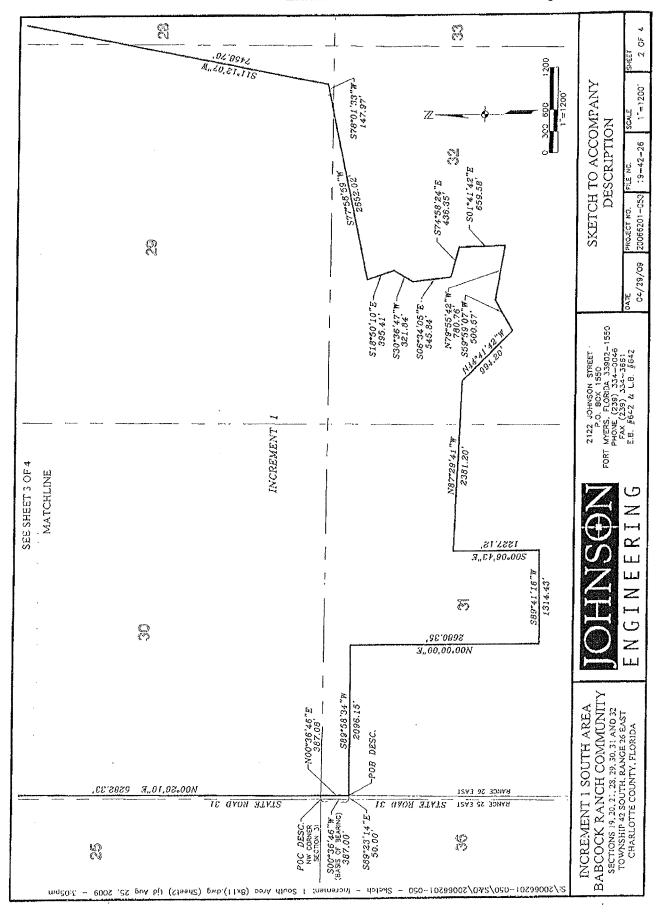
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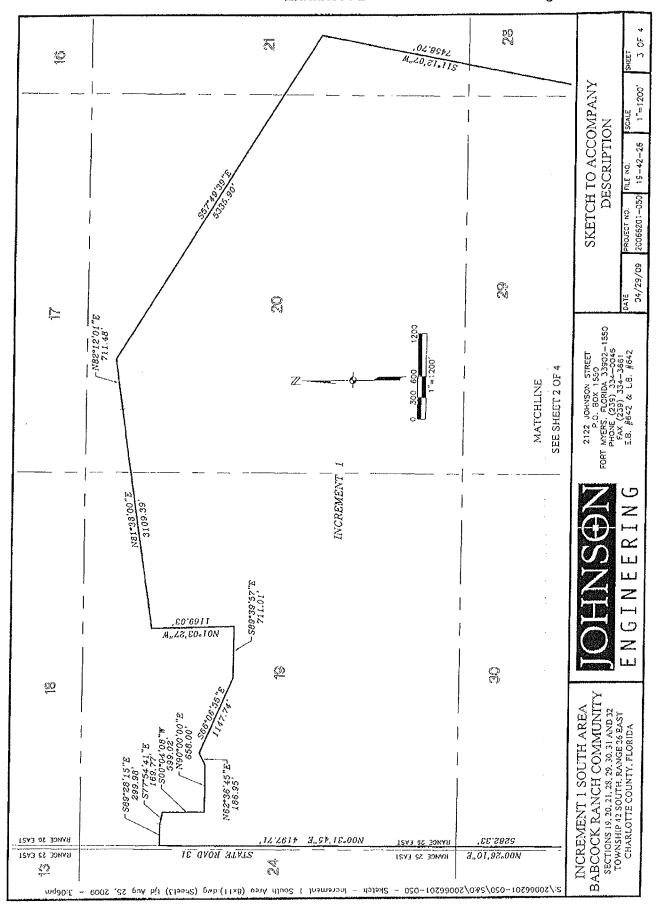
BABCOCK RANCH COMMUNITY INCREMENT 1 SOUTH AREA

SECTIONS 19, 20, 21, 28, 29, 30, 31 AND 32 TOWNSHIP 42 SOUTH, RANGE 26 EAST CHARLOTTE COUNTY, FLORIDA

10000 1 =20000'

2:/500ee501-020/2&D/200ee201-020 - Sketch - Increment 1 South Area (8x11).dwg (Sheet1) tjd Aug 25, 2009 - 3:05prn





DESCRIPTION

INCREMENT 1 SOUTH AREA BABCOCK RANCH COMMUNITY SECTIONS 19, 20, 21, 28, 29, 30, 31 AND 32 TOWNSHIP 42 SOUTH, RANGE 26 EAST CHARLOTTE COUNTY, PARCEL OF LAND LYING IN SECTIONS 19, 20, 21, 28, 29, 30, 31 AND 32, TOWNSHIP 42, SOUTH, RANGE 5 EAST, CHARLOTTE COUNTY, FLORIDA, WHICH TRACT OR PARCEL IS DESCRIBED AS FOLLOWS.

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 31 RUN SOUTH 00:36:46" WEST ALONG THE WEST LINE OF NORTHWEST QUARTER (NW-1/4) OF SAID SECTION 31 FOR 387.00 FEET; THENCE RUN SOUTH 89:23'14" EAST DEPARTING SAID LINE FOR SO.00 FEET TO AN INTERSECTION WITH THE EASTERLY RIGHT-OF-WAY LINE OF STATE ROAD 31 AND THE POINT OF BEGINNING.

RUN SOUTH 892815 EAST DEPARTING SAID RIGHT—OF—WAY LINE FOR 299.98 FEET; THENCE RUN SOUTH 892815 TOR 169.77 FEET; THENCE RUN SOUTH 00'04'08" WEST FOR 599.02 FEET; THENCE RUN NORTH 80'00'00'00" EAST FOR 186.95 FEET; THENCE RUN SOUTH 66'05'55" EAST FOR 1,147.74 FEET; THENCE RUN SOUTH 86'05'55" EAST FOR 1,147.74 FEET; THENCE RUN SOUTH 86'05'55" EAST FOR 1,147.74 FEET; THENCE RUN NORTH 81'38'00" EAST FOR 1,169.03 FEET; THENCE RUN NORTH 81'38'00" EAST FOR 3,109.39 FEET; THENCE RUN NORTH 82'12'01" EAST FOR 7,11.67 FEET; THENCE RUN SOUTH 11'12'07" WEST FOR 7,458.70 FEET; THENCE RUN SOUTH 11'12'07" WEST FOR 7,458.70 FEET; THENCE RUN SOUTH 11'12'07" WEST FOR 7,458.70 FEET; THENCE RUN SOUTH 18'50'10" EAST FOR 395.41 FEET; THENCE RUN SOUTH 30'35'47" WEST FOR 321.84 FEET; THENCE RUN SOUTH 06'34'05" EAST FOR 545.84 FEET; THENCE RUN SOUTH 74'58'24" EAST FOR 456.35 FEET; THENCE RUN SOUTH 01'41'42" EAST FOR 659.58 FEET; THENCE RUN NORTH 79'55'42" WEST FOR 780.76 FEET; THENCE RUN SOUTH 59'55'42" WEST FOR 780.76 FEET; THENCE RUN SOUTH 59'59'07" WEST FOR 500.57 THENCE RUN SOUTH 89'41'16" WEST FOR 1,514,43 FEET; THENCE RUN 00'00'00" EAST FOR 2,680.35 FEET; THENCE RUN SOUTH 89'58'34" WEST FOR 2,096.15 TO THE POINT OF BEGINNING. WEST FOR 994.20 FEET; THENCE RUN THENCE RUN SOUTH 00'06'43" EAST FOR 1,227.12 FROM SAID POINT OF BEGINNING RUN THE FOLLOWING THREE (3) BEARINGS AND DISTANCES ALONG SAID RIGHT—OF—WAY LINE: NORTH 00°36°46" EAST FOR 387.08 FEET; ALONG SAID RIGHT—OF—WAY LINE: NORTH 00'36'46" EÁST FOR 387.08 FEET; NORTH 00'26'10" EÁST FOR 5,282.33 FEET; NORTH 00'31'45" EÁST FOR 4,197.71 FEET; THENCE 44.41,45,. FEET; THENCE RUN NORTH 44'41'42" NORTH 87'29'41" WEST FOR 2,381.20 FEET;

CONTAINS 2,583.52 ACRES, MORE OR LESS.

BEARINGS, DISTANCES AND AREAS ARE BASED ON GRID VALUES. BEARING REFERENCE: STATE PLANE COORDINATES, FLORIDA WEST ZONE, NAD 83 (98) WHEREIN THE WEST LINE OF THE NORTHWEST QUARTER (NW-1/4) OF SECTION 31, TOWNSHIP 42 SOUTH, RANGE 25 EAST BEARS SOUTH 00'38'46" WEST. 2122 JOHNSON STREET
P.C. 30X 150.
FORT MYRES, FLORIDA 33902-1550
PHONE (239) 334-0046
E.B. #642 & L.B. #642
E.B. #642 & L.B. #643

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DESCRIPTION PLE NO. 4 OF

19-42-26

20066201-050

04/23/09

BABCOCK RANCH COMMUNITY INCREMENT 1 SOUTH AREA SECTIONS 19, 20, 21, 28, 29, 30, 31 AND 32 TOWNSHIP 42 SOUTH, RANGE 26 EAST CHARLOTTE COUNTY, FLORIDA

UTILITY EASEMENT

BABCOCK RANCH COMMUNITY CHARLOTTE COUNTY, FLORIDA

LEGAL DESCRIPTION

A STRIP OF LAND 50.00 FEET WIDE FOR A UTILITY EASEMENT, LYING IN SECTIONS 9, 10, 15, 16, 17, 19, AND 20, TOWNSHIP 42 SOUTH, RANGE 26 EAST, CHARLOTTE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF SAID SECTION 19, THENCE RUN NOO'31'45"E ALONG THE WEST LINE OF SAID SECTION 19 FOR A DISTANCE OF 3565.42 FEET, THENCE DEPARTING FROM SAID WEST LINE RUN S89'28'15"E FOR A DISTANCE OF 521.48 FEET TO THE INTERSECTION OF THE SUBJECT 50.00 FOOT WIDE UTILITY EASEMENT AND THE POINT OF BEGINNING; THENCE RUN NOO'04'08"E FOR A DISTANCE OF 397.98 FEET; THENCE RUN N81'43'48"E FOR A DISTANCE OF 5726.50 FEET; THENCE RUN S07'53'13"E FOR A DISTANCE OF 10.07 FEET; THENCE RUN N81'38'00"E FOR A DISTANCE OF 652.98 FEET; THENCE RUN N62'44'52"E FOR A DISTANCE OF 4677.58 FEET; THENCE RUN N28'10'55"W FOR A DISTANCE OF 1284.13 FEET; THENCE RUN N69'50'20"E FOR A DISTANCE OF 1051.27 FEET; THENCE RUN \$43'36'34"E FOR A DISTANCE OF 444.54 FEET; THENCE RUN N70'03'37"E FOR A DISTANCE OF 233.54 FEET; THENCE RUN NO6'35'10"E FOR A DISTANCE OF 173.24 FEET; THENCE RUN N71'59'01"E FOR A DISTANCE OF 125.04 FEET; THENCE RUN N12'51'59"W FOR A DISTANCE OF 1654.72 FEET; THENCE RUN N81'12'25"E FOR A DISTANCE OF 4859.66 FEET; THENCE RUN N15'14'20"W FOR A DISTANCE OF 607.80 FEET; THENCE RUN N74'45'40"E FOR A DISTANCE OF 790.10 FEET; THENCE RUN N13'36'57"W FOR A DISTANCE OF 1136.53 FEET; THENCE RUN N76'23'03"E FOR A DISTANCE OF 50.00 FEET; THENCE RUN S13'36'57"E FOR A DISTANCE OF 1338.67 FEET; THENCE RUN S76'23'03"W FOR A DISTANCE OF 50.00 FEET: THENCE RUN N13'36'57"W FOR A DISTANCE OF 152.12 FEET; THENCE RUN S74'45'40"W FOR A DISTANCE OF 738.68 FEET; THENCE RUN S15"14'20"E FOR A DISTANCE OF 800.94 FEET; THENCE RUN S19"32'05"E FOR A DISTANCE OF 1024.45 FEET; THENCE RUN S05'04'56"W FOR A DISTANCE OF 84.80 FEET; THENCE RUN N84'55'04"W FOR A DISTANCE OF 50.00 FEET; THENCE RUN NO5'04'56"E FOR A DISTANCE OF 73.89 FEET; THENCE RUN N19'32'05"W FOR A DISTANCE OF 1015.42 FEET; THENCE RUN N15'14'20"W FOR A DISTANCE OF 194.71 FEET; THENCE RUN S81'12'25"W FOR A DISTANCE OF 4811.62 FEET: THENCE RUN S12'51'59"E FOR A DISTANCE OF 1646.73 FEET; THENCE RUN 571°59'01"W FOR A DISTANCE OF 138.64 FEET; THENCE RUN S06'35'10"W FOR A DISTANCE OF 172.07 FEET; THENCE RUN S70'03'37"W FOR A DISTANCE OF 297.14 FEET; THENCE RUN N43'36'34"W FOR A DISTANCE OF 444.40 FEET; THENCE RUN S69'50'20"W FOR A DISTANCE OF 960.92 FEET; THENCE RUN \$28'10'55"E FOR A DISTANCE OF 1277.40 FEET; THENCE RUN S62'44'52"W FOR A DISTANCE OF 4736.72 FEET; THENCE RUN S81'38'00"W FOR A DISTANCE OF 661.29 FEET; (CONTINUE DESCRIPTION ON SHEET 2 OF 10)

* THIS IS NOT A SURVEY *



5821 Banner Drive Fort Myers, Florida 33912 239.278.1992 • FAX 239.278.0922 E-MAIL: Info@twonfine.com Engineering Cartification # 5702 Survey LB # 734 DRAWN BY: KC | JOB NO.:07918.00

SHEET 1 OF 10

LEGAL DESCRIPTION

50' WIDE UTILITY EASEMENT BABCOCK RANCH COMMUNITY SECTIONS 9,10,15,16,17,19,& 20, TOWNSHIP 42 SOUTH, RANGE 26 EAST, CHARLOTTE COUNTY, FLORIDA

DATE: DECEMBER 2008

DRAWING: LEGALWM

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<u>UTILITY EASEMENT</u> BABCOCK RANCH COMMUNITY CHARLOTTE COUNTY, FLORIDA

LEGAL DESCRIPTION

(CONTINUED DESCRIPTION FROM SHEET 1 OF 10)

THENCE RUN NO7'53'13"W FOR A DISTANCE OF 10.07 FEET; THENCE RUN S81'43'48"W FOR A DISTANCE OF 5683.38 FEET; THENCE RUN S00'04'08"W FOR A DISTANCE OF 304.72 FEET; THENCE RUN N90'00'00"E FOR A DISTANCE OF 595.76 FEET; THENCE RUN N62'36'45"E FOR A DISTANCE OF 47.75 FEET; THENCE RUN S27'32'49"E FOR A DISTANCE OF 182.46 FEET; THENCE RUN S21'45'34"E FOR A DISTANCE OF 37.94 FEET; THENCE RUN S48'25'41"W FOR A DISTANCE OF 53.43 FEET; THENCE RUN N27'32'49"W FOR A DISTANCE OF 130.07 FEET; THENCE RUN S62'36'45"W FOR A DISTANCE OF 10.07 FEET; THENCE RUN S90'00'00"W FOR A DISTANCE OF 658.00 FEET TO THE POINT OF BEGINNING;

CONTAINING 1,304,710 SQUARE FEET OR 29.95 ACRES, MORE OR LESS.

NOTES:

- 1.) BEARINGS SHOWN HEREON ARE BASED ON THE WEST LINE OF SECTION 19, TOWNSHIP 42 SOUTH, RANGE 26 EAST, CHARLOTTE COUNTY, FLORIDA, WHICH BEARS NORTH 00'31'45" EAST.
- 2.) SUBJECT TO EASEMENTS, RESERVATIONS AND/OR RESTRICTIONS OF RECORD.
- 3.) DIMENSIONS SHOWN HEREON ARE IN FEET AND DECIMALS THEREOF.

NATURE

241

ERIC V. SANDOVAL (FOR THE FIRM - L8-734) PROFESSIONAL SURVEYOR AND MAPPER

FLORIDA CERTIFICATE NO. 5223

NOT VALID WITHOUT THE SIGNATURE AND THE ORIGINAL RAISED SEAL OF A

FLORIDA LICENSED SURVEYOR AND MAPPER.

* THIS IS NOT A SURVEY *

DRAWN BY: KC

JOB NO.:07918.00

SHEET 2 OF 10



5621 Banner Drive
Fort Myers, Florida 33912
239.278.1992 - FAX 239.278.0922
E-MAIL: Info@lkwonline.com
Englneering Certification # 5762
Survey LB # 734

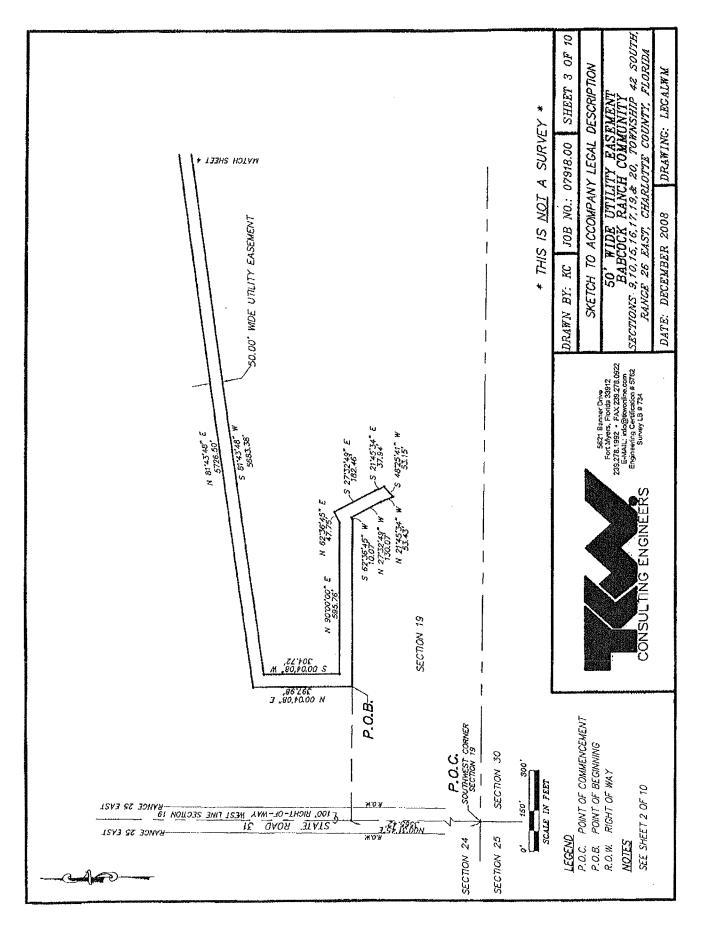
LEGAL DESCRIPTION

50' WIDE UTILITY BASEMENT
BABCOCK RANCH COMMUNITY
NS 0 10 15 15 15 17 10 # 20 TOWNSHIP A2

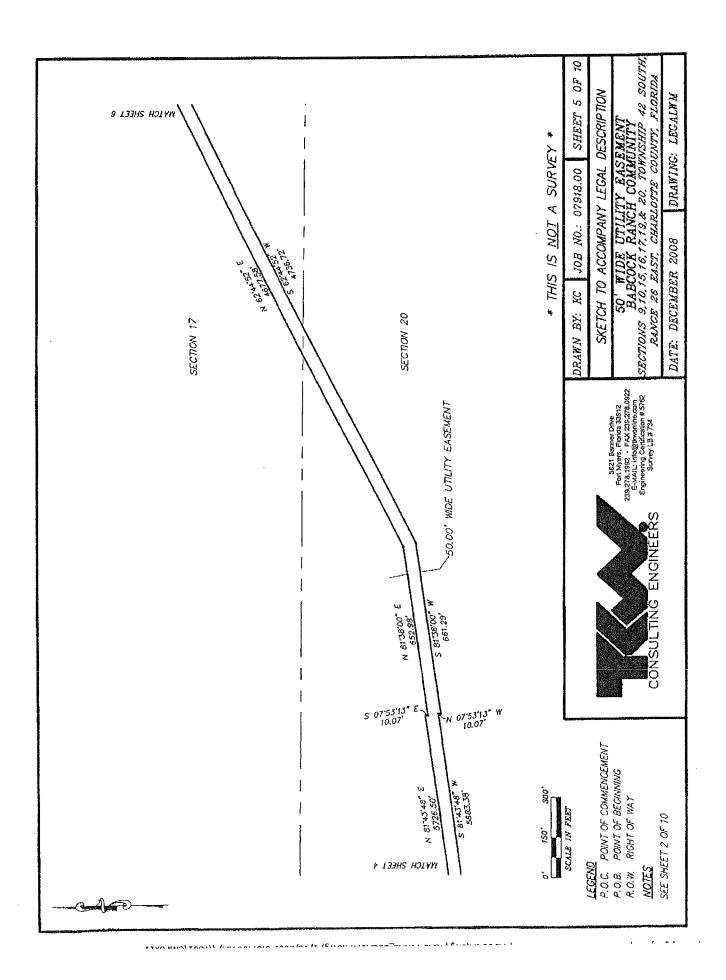
SECTIONS 9,10,15,16,17,19,& 20, TOWNSHIP 42 SOUTH, RANGE 26 EAST, CHARLOTTE COUNTY, FLORIDA

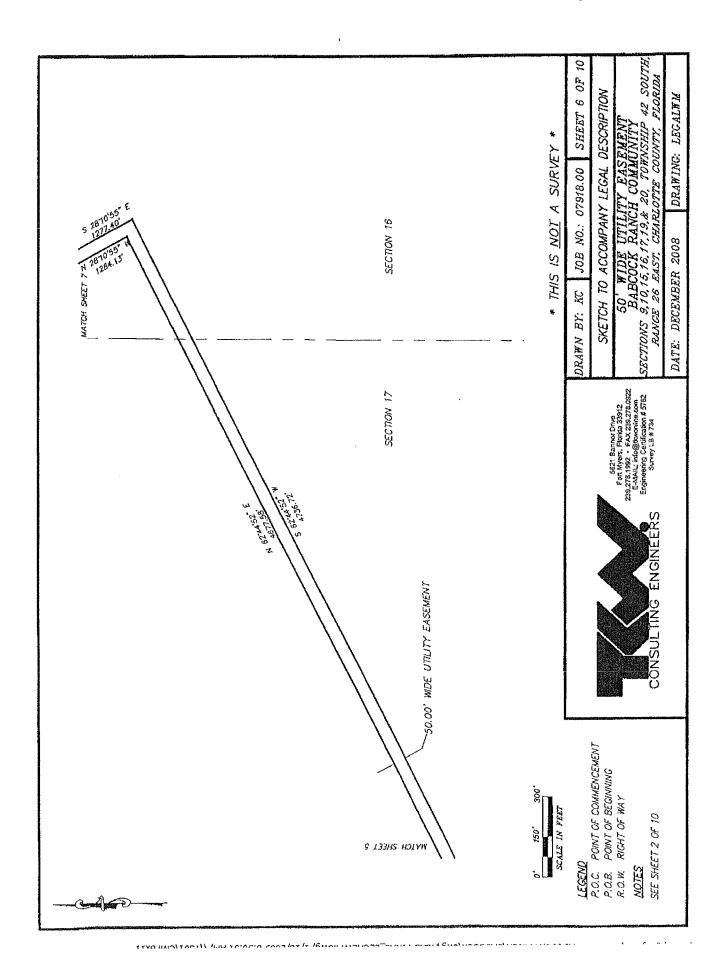
DATE: DECEMBER 2008

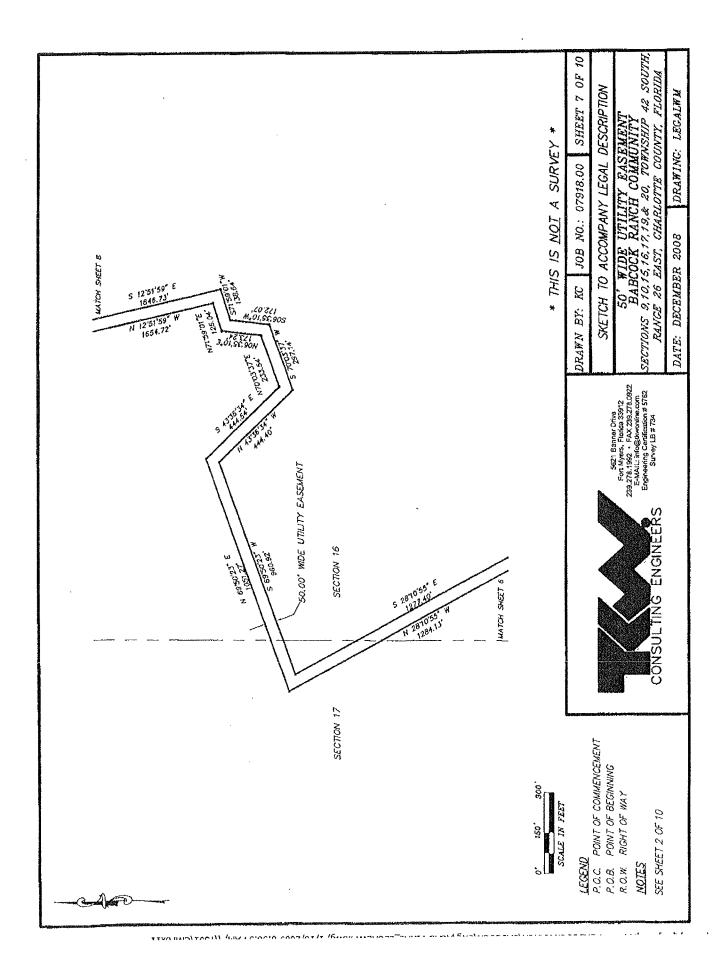
DRAWING: LECALWM

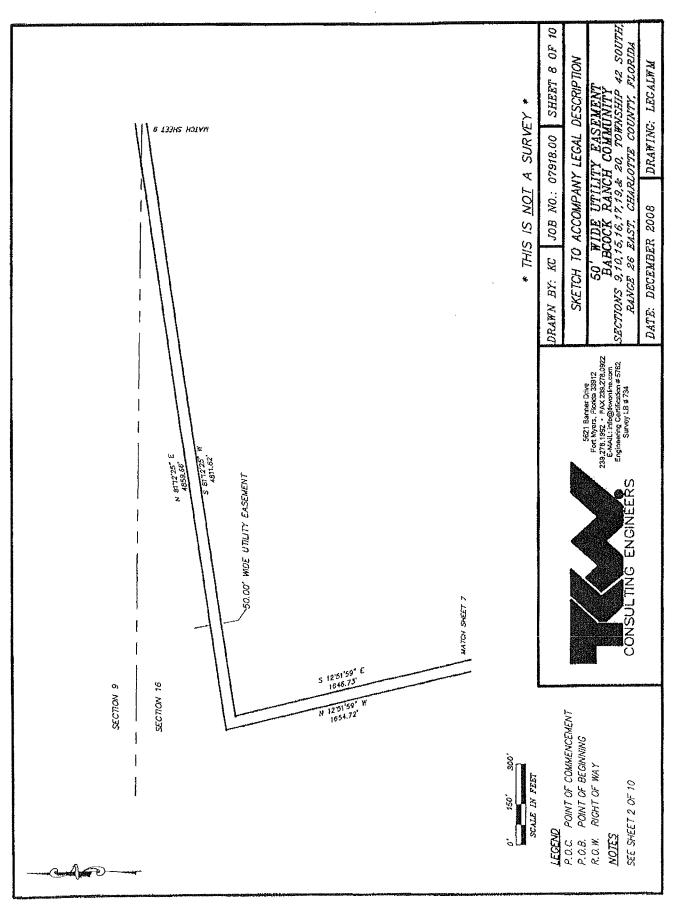


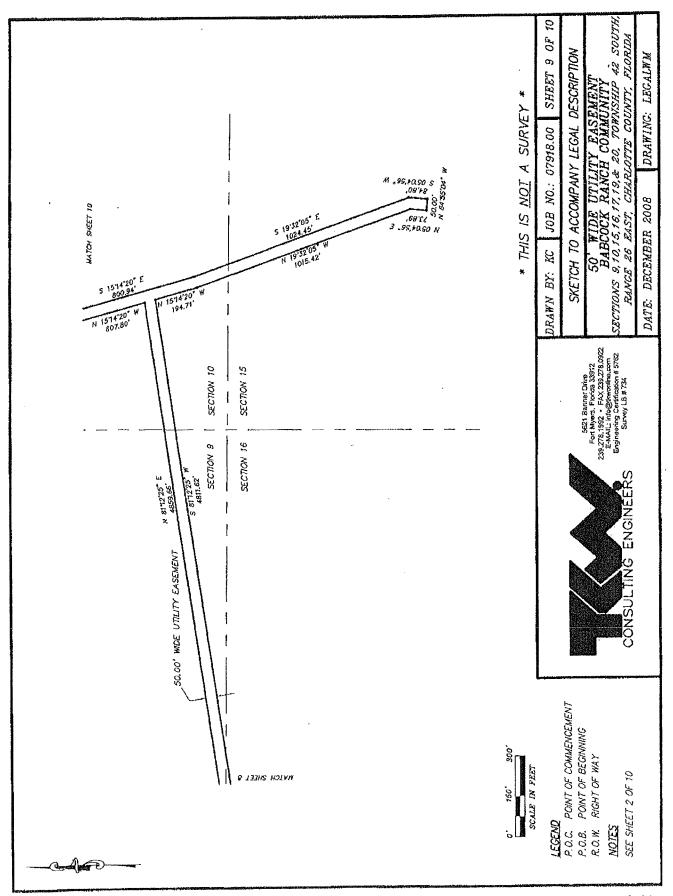
SECTION 17	SECTION 20	& T33H2 H3TAM	SURVEY *	7918.00 SHEET 4 OF 10 ' LECAL DESCRIPTION TY EASEMENT H COMMUNITY 20, TOWNSHIP 42 SOUTH, OTTE COUNTY, FLORIDA DRAWING: LEGALWM
SECTION 18	SECTION 19	50.00' WDE UTLITY EASEMENT	* THIS IS NOT A SU	SKETCH TO ACCOMPANY LECAL DESCRIPTION SKETCH TO ACCOMPANY LECAL DESCRIPTION 50' WIDE UTILITY EASEMENT BABCOCK RANCH COMMUNITY SECTIONS 3.10,15,16,17,19,42 S. RANGE 26 EAST, CHARLOTTE COUNTY, FLORI DATE: DECEMBER 2008 DRAWING: LECALWM
		S726.50' S726.50' S 81.43.48" W 5 83.38'		5621 Banner Dilve Fot Myres, Florida 33912 239 278,1992 • FAX 239 278,092 E-Mill info@kovonife, com Engineeding Centrication # 5762 Survey LB # 734
		2 8 3 7 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8		CONSULTING ENGINEERS
		E 133HS HOIVM	0. 150' 300' SCALE IN FEET	LEGEND P.O.C. POINT OF COMMENCEMENT P.O.B. POINT OF BEGINNING R.O.W. RICHT OF WAY NOTES SEE SHEET 2 OF 10

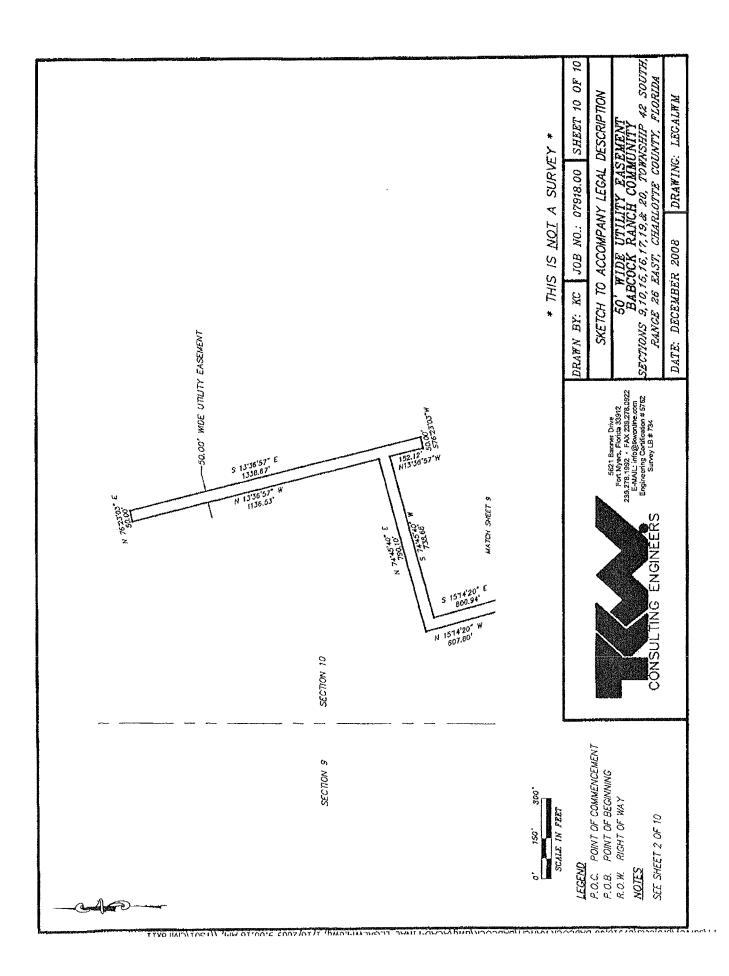


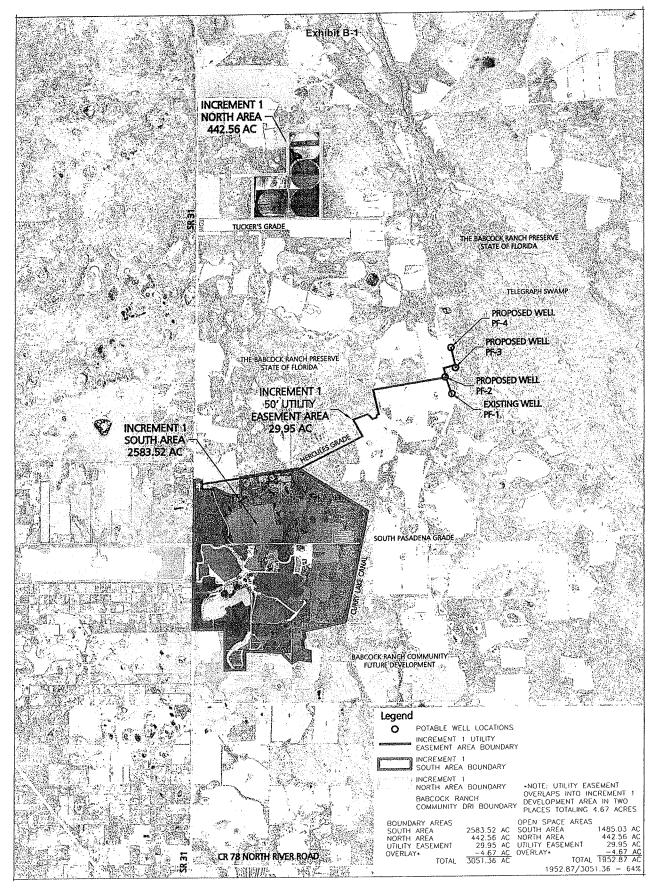




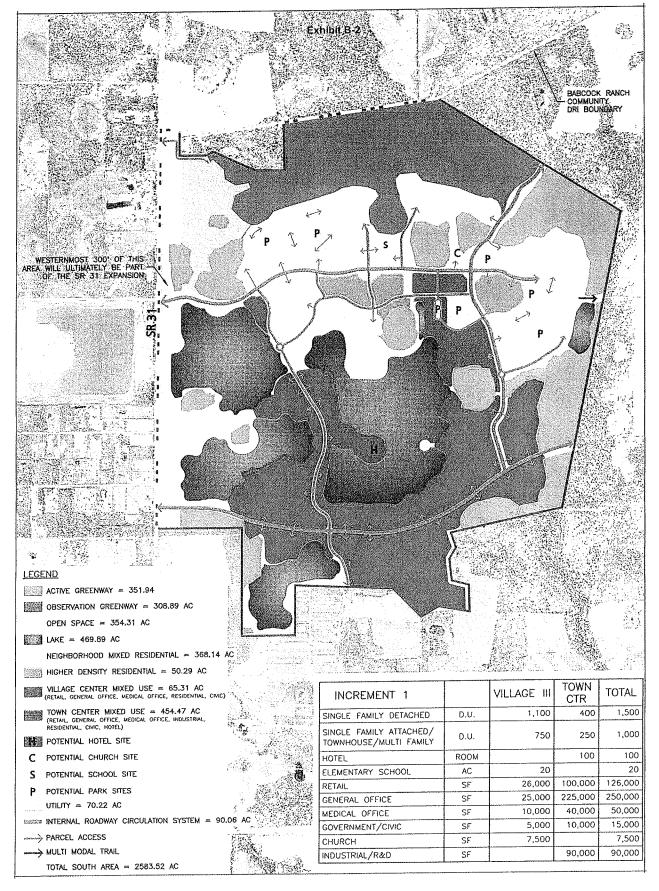






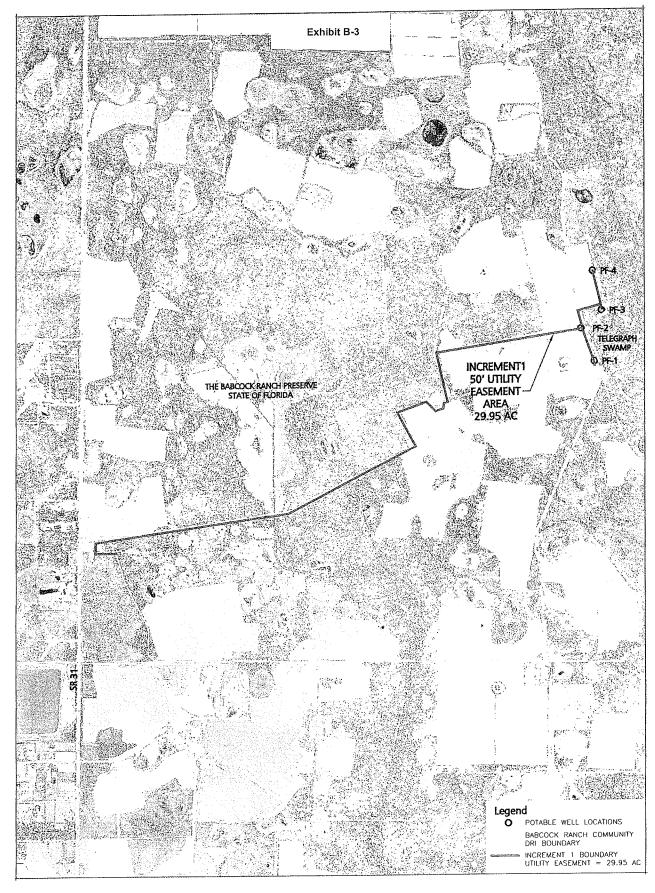


BABCOCK RANCH COMMUNITY MAP H INCREMENT 1 MASTER DEVELOPMENT PLAN



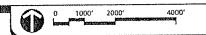
BABCOCK RANCH COMMUNITY MAP H-1 INCREMENT 1 SOUTH AREA MASTER DEVELOPMENT PLAN

OCTOBER 2009 WilsonMiller



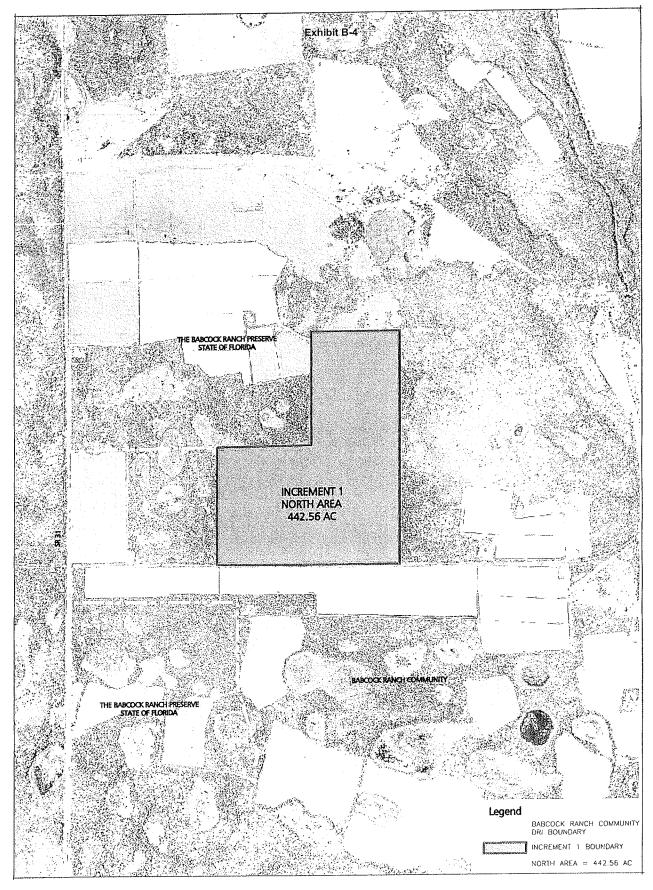
BABCOCK RANCH COMMUNITY

MAP H-2 INCREMENT 1 UTILITY EASEMENT AREA MASTER DEVELOPMENT PLAN

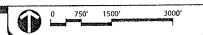


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BABCOCK RANCH COMMUNITY MAP H-3 INCREMENT 1 NORTH AREA MASTER DEVELOPMENT PLAN



OCTOBER 2009

WilsonMiller

Exhibit B-5

FIXED AND VARIABLE DEVELOPMENT CRITERIA FOR BABCOCK RANCH COMMUNITY INCREMENT 1

FIXED DEVELOPMENT CRITERIA

- THE ALLOCATION OF DWELLING UNITS AND SQUARE FOOTAGE IDENTIFIED ON THE LAND USE TABLE ON THE MAP H SERIES MAY BE MODIFIED CONSISTENT WITH THE EQUIVALENCY MATRIX. ANCILLARY FACILITIES INCLUDED IN INCREMENT 1 SUCH AS SCHOOLS, PLACES OF WORSHIP, UTILITY INFRASTRUCTURE AND PARK SITES AND BUILDINGS WILL NOT BE ATTRIBUTED TO OTHER DEVELOPMENT COMPONENTS AND WILL NOT REQUIRE USE OF THE EQUIVALENCY MATRIX.
- AGRICULTURAL USES, UTILITY INFRASTRUCTURE, RENEWABLE ENERGY SYSTEMS, AND FACILITIES, SHALL BE PERMITTED THROUGHOUT THE INCREMENT 1 AND WILL NOT BE ATTRIBUTED TO OTHER DEVELOPMENT PROGRAM AND WILL NOT BE SUBJECT TO THE EQUIVALENCY MATRIX.
- ALL DEVELOPMENT OF THE SUBJECT PROPERTY, AS IT RELATES TO THE DEFINED DEVELOPMENT FORMS, DESIGN STANDARDS AND PROVISIONS AND USES COMMON TO THE DISTRICT, SHALL BE IN CONFORMANCE WITH THE BABCOCK RANCH OVERLAY ZONING DISTRICT (ORDINANCE NO. 2006-058), AS MAY BE AMENDED.
- OPEN SPACE SHALL BE TABULATED AND UPDATED AS A RESULT OF FINAL PERMITTING FOR THE PURPOSE OF MONITORING THE MINIMUM OF 35% OPEN SPACE REQUIRED OVERALL FOR THE BABCOCK RANCH COMMUNITY. OPEN SPACE/GREENWAY AREAS SUBJECT TO CONSERVATION EASEMENTS IDENTIFIED IN THIS INCREMENT SHALL BE RECORDED IN THE PUBLIC RECORDS FOLLOWING FINAL PERMITTING.

RESIDENTIAL AREAS.

- VARIABLE DEVELOPMENT CRITERIA

 1. THE FOLLOWING ITEMS WILL BE REFINED DURING DETAILED SITE PLANNING AND PERMITTING: a. FINAL CONFIGURATIONS OF DEVELOPMENT PODS, INCLUDING POTENTIAL RELOCATION AND RECONFIGURATION OF NEIGHBORHOOD MIXED RESIDENTIAL AND HIGHER DENSITY
 - b. FINAL ACREAGES OF ALL PROPOSED USES.
 - c. NATIVE HABITAT PRESERVATION, ALTERATION, ENHANCEMENT, MITIGATION, AND CONSERVATION ACREAGES MAY BE MODIFIED BASED ON FINAL LAND PLANNING, STORMWATER LAKE DESIGN, OTHER ENGINEERING REQUIREMENTS AND FINAL PERMITTING. MITIGATION MAY OCCUR OUTSIDE THE BOUNDARIES OF THE INCREMENT SUBJECT TO FINAL PERMITTING APPROVALS.
 - d. STORMWATER MANAGEMENT FACILITIES MAY OCCUR OUTSIDE THE BOUNDARIES OF THE INCREMENT SUBJECT TO FINAL ENGINEERING AND PERMITTING
 - e. THE FINAL LOCATION, SIZE AND ALLOCATION OF CIVIC FACILITIES (I.E. INTERNAL PARKS,
 - SCHOOLS, CHURCHES, EMERGENCY SERVICES BUILDINGS, ETC.).

 f. THE INTERNAL ROAD ALIGNMENTS AND CIRCULATION (LOCAL ROADS WITHIN DEVELOPMENT PODS WILL BE PROVIDED AS PART OF FINAL SITE PLANNING AND PERMITTING).
 - g. THE CONFIGURATION AND DETAIL ASSOCIATED WITH THE AGRICULTURE AREAS AND RENEWABLE ENERGY SYSTEMS AND FACILITIES
 - h. THE FINAL LOCATION, ALLOCATION, ALIGNMENT AND USE OF THE MULTI-MODAL TRAIL SYSTEM AND THE EXACT LOCATIONS AND FUTURE INTERCONNECTIONS OF THE MULTI-MODAL TRAIL
 - SYSTEM WITH THE NEIGHBORHOOD TRAIL/PATHS/SIDEWALK SYSTEM.

 i. THE LOCATION OF VEHICULAR ACCESS POINTS, INCLUDING EXISTING TEMPORARY ENTRY WAYS, TO EXTERNAL PUBLIC ROADWAYS.
 - THE LIMITED TRANSPORTATION, PEDESTRIAN, AND UTILITY CORRIDOR BETWEEN HAMLET 1 AND NORTH BABCOCK AREA.
- THE EXISTING PERMITTED OR APPROVED MINING OPERATIONS WILL BE ALLOWED TO CONTINUE.
- FURTHER ADJUSTMENTS TO THE BOUNDARIES OF DEVELOPMENT PODS FOR SPECIFIC LAND-USE CLASSIFICATIONS MAY OCCUR AS A RESULT OF FINAL LAND PLANNING AND PERMITTING. SPECIFIC USES TO SUPPORT DEVELOPMENT SUCH AS PARKING, STORMWATER LAKES, PARKS OR OTHER SPACE, MAY BE IDENTIFIED AND REFINED THROUGH SUBSEQUENT PERMITTING CONSISTENT WITH LOCAL LAND DEVELOPMENT REGULATIONS.

BABCOCK RANCH COMMUNI MAP H-4 INCREMENT 1 MASTER DEVELOPMENT PLAN

OCTOBER 2009

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EXHIBIT C

Table EM-2. Babcock Ranch Community — Increment 1 Equivalency Matrix

Change From:		Single	Multi	Retail	General Office	Medical Office	Industria l	Hotel/Mo	Ciyic/Go vernmen	Church
Change To:	Unit	Family (1 d.u.)	Family (1 d.u.)	(1,000 s.f.)	(1,000 s.f.)	(1,000 s.f.)	(1,000 s.f.)	tel (1 unit)	t (1,000 s.f.)	(1,000 s.f.)
Single Family	d.u.	NA	0.52	6.84	1.73	4.05	1.01	0.82	1.41	0.63
Multi Family	d.u.	1.93	NA	13.19	3.34	7.80	1.94	1.59	2.72	1.21
Retail	s.f.	146.11	75.81	NA	253.03	591.32	147.07	120.33	206.28	91.68
General Office	s.f.	577.45	299.59	3952.08	NA	2336.96	581.22	475.54	815.22	362.32
Medical Office	s.f.	247.09	128.20	1691.12	427.91	NA	248.71	203.49	348.84	155.04
Industrial	s.f.	993.51	515.45	6799.63	1720.52	4020.78	NA	818.18	1402.60	623.38
Hotel/Motel	unit	1.21	0.63	8.31	2.10	4.91	1.22	NA	1.71	0.76
Civic/Government	s.f.	708.33	367.50	4847.88	1226.67	2866.67	712.96	583.33	NA	444.44
Church	s.f.	1593.75	826.88	10907.74	2760.00	6450.00	1604.17	1312.50	2250.00	NA

NOTE:

- 1) The maximum and minimum limits of development within each category for Increment 1 shall be subject to the Substantial Deviation criteria set forth in Subsection 380.06(19), Florida Statutes.
- 2) Permanent residential units shall not exceed 2,500 units.

EXHIBIT D

UPDATED SUMMARY OF LAND DEDICATION & FACILITIES CONSTRUCTION REQUIRED FOR INCREMENT 1 *1

Public Facilities Required	Aggregate Site Dedication (acre)	Shell Building Required (s.f.)	Land Dedication or Building Shell Complete	Commencement of Operations
PARKS, RECREATION and CULTURAL RESOURCES				
Neighborhood Parks (Village Parks)	3.0 - 20.0 *2	2500 *3	500th C/O *4	180 days from Turnover
	Administration of the second			***
FIRE/RESCUE/LAW ENFORCEMENT				
One (1) EMS Transport Vehicle *7			500th C/O	500th C/O
Interim sub-station Sheriff's trailer		*6	Will be operational by the issuance of the first residential building permit. *6	30 days from Turnover
。 1977年 - 1987年 - 1987年 - 日本本本の開発				
SOLID WASTE				
Site #1	6.0	N/A	Prior to the issuance of the 10,000th C/O	
EXTENSION SERVICES				
Site #1	24.0	N/A	Prior to the issuance of the 1st C/O *8	
Mosquito Control pre-fab building (shell only).		3000 *5	Prior to the issuance of the 5,000th C/O	180 days from Turnover
Site#2	1.0	N/A	Prior to the issuance of the 5,000th C/O	
SCHOOLS				
Elementary School	20.0	N/A	School Board criteria for land dedication	

Notes to Exhibit D:

- *1 This Exhibit D, as it relates to Increment 1, updates Exhibit D to the MDO and Exhibit D to the Development Agreement between the Board of County Commissioners of Charlotte County, Florida and MSKP, III, Inc. dated April 20, 2006 as assigned to Babcock Property Holdings, LLC in that particular Assignment, Assumption and Consent Agreement between MSKP III, Inc.; Babcock Property Holdings, LLC; and Charlotte County dated November 14, 2006.
- *2 Acreage to be finalized at time of site planning and coordination with the County Parks, Recreation & Cultural Resources Department.
- *3 Neighborhood parks (village park) to include a pavilion and restrooms.
- *4 Must be completed and turned over prior to the 500th C/O within Village III.
- *5 Pre-fab building to include two offices, two bays for vehicle and equipment and chemical storage. This facility shall be ADA compliant and shall include all required utilities, parking and landscaping.
- *6 A interim sheriff's sub-station office trailer (24'W x 60' overall length) will be located next to the existing fire station site located on SR 31. The interim trailer will connect to the utilities that service the existing fire station. The trailer will be fully operational by the issuance of the first residential building permit and will be terminated upon the opening of the combined fire/Sheriff's facility.
- *7 Specifications for one (1) Horton EMS transport vehicle were submitted as Exhibit 25-A-1 of the AIDA for Increment 1.
- *8 Primitive camp site development may occur on Site #1 without being included in an increment.

General Notes:

1) All dedications, public facility shell completion, and construction required under this schedule shall be completed and turned over based on a dwelling unit C/O use threshold required above.

EXHIBIT E

Increment 1 Parameters by Phase

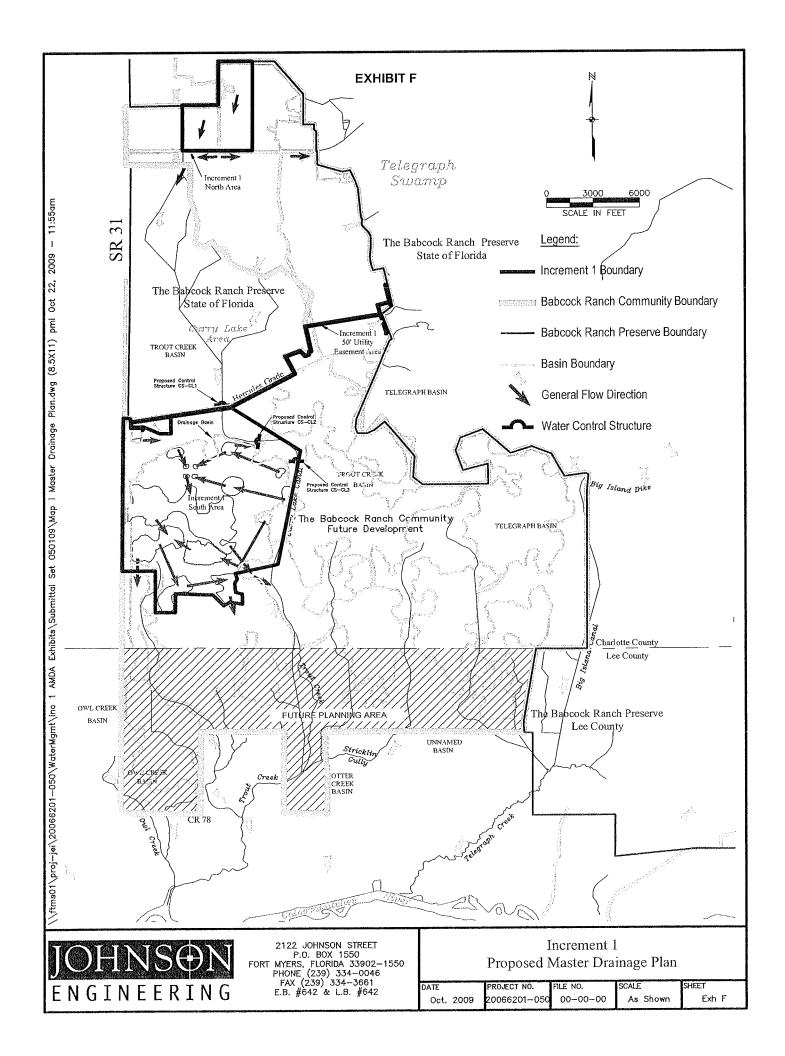
LAND USE	AMOUNT/SIZE	Phase I	Phase II
Residential	2,500 units	1000 units	1,500 units
Retail	126,000 square feet	50,000 square feet	76,000 square feet
General Office	250,000 square feet	150,000 square feet	100,000 square feet
Medical Office	50,000 square feet	0 square feet	50,000 square feet
Industrial	90,000 square feet	0 square feet	90,000 square feet
Hotel/Motel	100 rooms	0 rooms	100 rooms
Civic/Government/Church	22,500 square feet	5,000 square feet	17,500 square feet

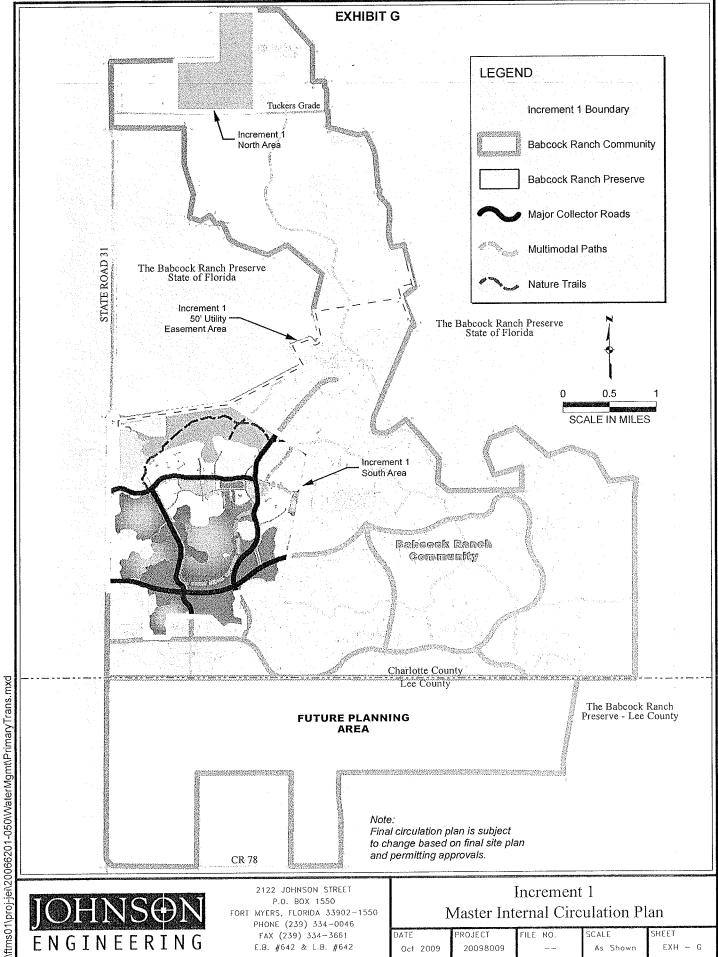
Increment 1 Parameters by Development Area

LAND USE	AMOUNT/SIZE	VILLAGE III	TOWN CENTER
Residential	2,500 units	1850 units	650 units
Retail	126,000 square feet	26,000 square feet	100,000 square feet
General Office	250,000 square feet	25,000 square feet	225,000 square feet
Medical Office	50,000 square feet	10,000 square feet	40,000 square feet
Industrial	90,000 square feet	0 square feet	90,000 square feet
Hotel/Motel	100 rooms	0 rooms	100 rooms
Civic/Government/Church	22,500 square feet	12,500 square feet	10,000 square feet
Hotel/Motel	100 rooms	0 rooms	100 rooms

NOTE:

- 1) Utilities, agriculture, ecotourism, and mining uses are permitted throughout Increment 1.
- 2) Increment 1 Parameters by Phase in this Exhibit E can be adjusted and interchanged between Phase I and Phase II in accordance with the equivalency matrix set forth in Exhibit C hereto, subject to the external vehicle trip limitations set forth in Section 4 of this Incremental Development Order.





PHONE (239) 334-0046

FAX (239) 334-3661

E.B. #642 & L.B. #642

DATE

Oct 2009

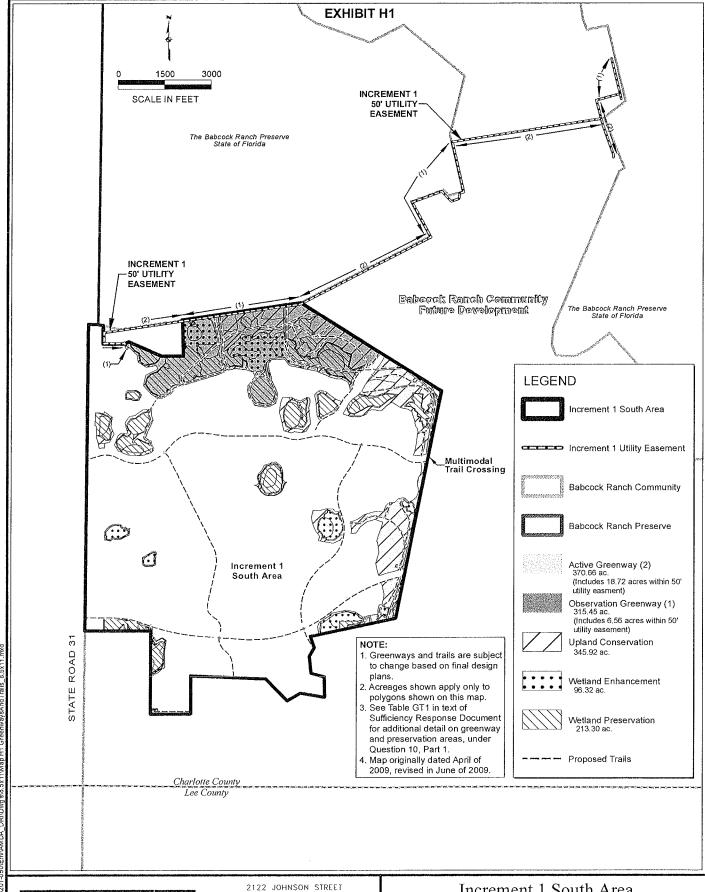
FILE NO.

EXH - G

As Shown

20098009

ENGINEERING

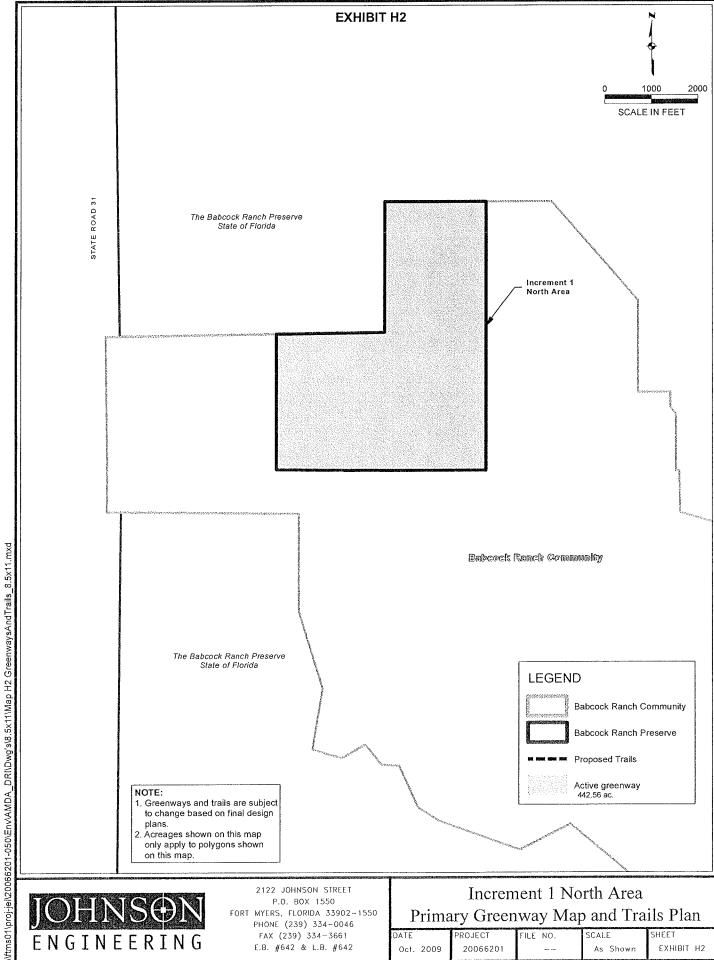


JOHNSON ENGINEERING P.O. BOX 1550
FORT MYERS, FLORIDA 33902-1550
PHONE (239) 334-0046
FAX (239) 334-3661
E.B. #642 & L.B. #642

Increment 1 South Area
Primary Greenway Map and Trails Plan

 DATE
 PROJECT
 FILE NO.
 SCALE
 SHEET

 June 2009
 20066201
 - As Shown
 EXHIBIT H1



ENGINEERING

P.O. BOX 1550 FORT MYERS, FLORIDA 33902-1550 PHONE (239) 334-0046 FAX (239) 334-3661 E.B. #642 & L.B. #642

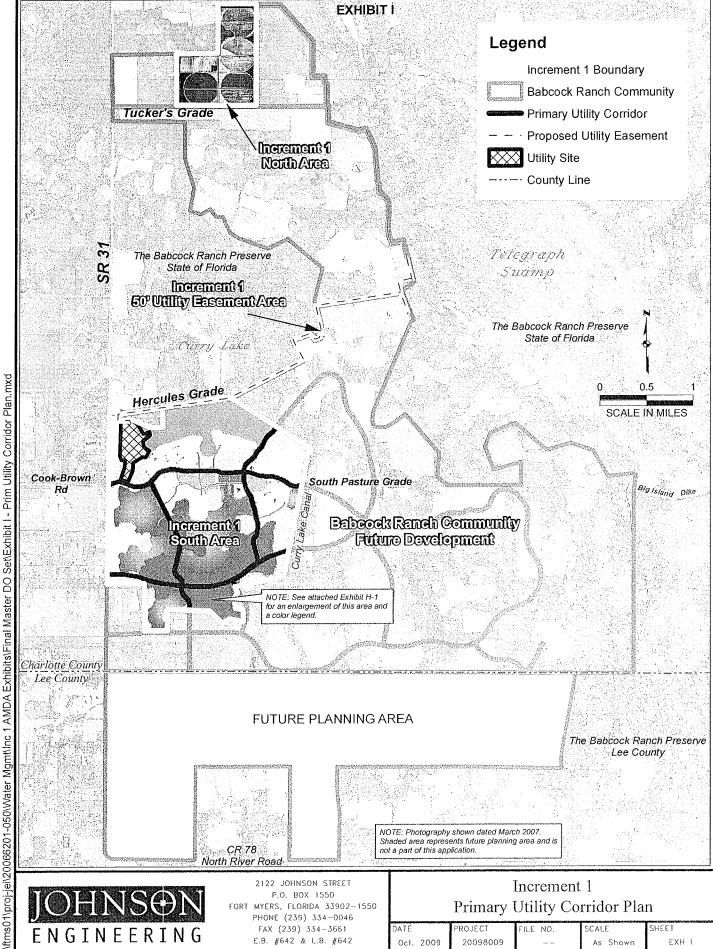
Increment 1 North Area Primary Greenway Map and Trails Plan

PROJECT 20066201 Oct. 2009

FILE NO.

SCALE As Shown

EXHIBIT H2



20098009

As Shown

EXH I

Oci. 2009

EKHIBIT J (Pags 1 of 3)
BABGOOK ARKHO KOMINNITY - INCRÉMÉNT 1 - Phase 1
BABGOOK ARKHO KOMINNITY - INCRÉMÉNT 1 - Phase 1
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BORCTIONAL POUR TOUR PAGS SÉGOOK 1

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CHARLOTTE / DESOTO / GLADES COUNTY	ADES COUNTY					9		(10)						(4,7)	(7)		(6)			ERVICE		Traffe			
ROADWAY	FROM		(1) (3) # of LOS Lanes Std	3) (4) IS FSUTMS Id PSWADT	(4) Nor AS Projex UT Traffs	Non-'SWADT' Project AADT Traffic Factor	AAD.	Charlotto County Growth Trands P ADT	(6)(10) K Pr Factor Vo	Project C Volume Diri	D Factor Dir1 Dir2	Non-Project Dir, Volume Dirt Dir2	yed ume FS Dir2 PSI	TE / FSUTMS FSUTMS Assgn. PSWADT Pct.:	/FSUTMS ITE S Assgn, Nel New In/O T Pcl.Peak Hour Dir/	r InOut Split		Directional Pk, Hr, Vol. Dirl Dir.	Valuma Oirt Dizz	@ LOS STD	2014 Di-1 Di-2	As to a		Impres Needed N @5% # of In Dirt Dirt Lanes	Need Inpro
			0X881 683	* * * * * * * * * * * * * * * * * * *	2000	AND TO SERVICE AND THE PERSON NAMED IN COLUMN 1								10732	1032			i							
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	CR 74	DeSolo County Line	2M D	813	30 7.55	2 0.86	6,500	7740	1095	710 0,4816		340	370	578	5,4% 56	0.48	72 25	29	367 399	810))))	3,3%	3.5%	2 2	Add
	DeSolo County Line	SR 70	ZM D	884	48 8,64	0 0.86			1095	810 0,51	84 0.4816	5 420	380			0,48	52 10	1.3	430 400	210	υ	1.2%	1.2%	2	Add
1.75	Lee County Line	Tucker's Grade	f C	364;	27 56.11	1 0.86			0949	580 0.52	79 0.4721	2.420	2,160		1	0.52	16	4	2,436 2,174	2,890	O I	0.6%	0.5%	7	Add
	Tucker's Grade	N Jones Loop Rd.	2 4	262	71 56.16	2 0.86			0949	580 0.52	79 0,472	2.420	2,160		2,0%	0.52	8	5	2,425 2,165	2,890	0 0	0.2%	0.2%	4	Agg
	N Jones Loop Rd.	Harbor View Rd	i m	7967	72 45	20.00	58,300		0949	480 0.52	791 0 4721	3 620	3 060	167	. 976 6%	25.0	48	g 00	3 428 3 068	2 890	2 6	0.3%	2 %	9	Add
US 41	Lee County Line	Zamel Rd.	i f	3065	53 30.65	1 0.86	26.400		1030	720 0.54	95 0.4505	1,490	1,230	2	200	0.52	48	0	1,490 1,230	1,360	9 60	%0.0	%0.0	4	Age
-	Zomel Rd.	Of Well Rd.	£.	2797	78 27.97	1 0,86	24,100		1030	480 0.54	95 0.4505	1,360	1,120	8	2%	0.52	48	F	1,360 1,121	1,860	р (0)	%0.0	0.0%	4	Add
	Oil Well Rd.	Notre Danie Blvd.	D H	2750	00 27,49	2.0.86	23,600		1030	430 0.54	35 0.4505	1.340	1,090	8	.1%	0.52	48	-	1,340 1,091	1.860	8	%0.0	2.0%	4	Add (
	Notre Dame Blvd.	Taylor St.	4	283	10 28.18	90'0	24,200		030	490 0.54	35 0.4504	1,370	1.120	121	1%	0.52	1.48	9	1,376 1,126	1,860	80 1	0.3%	0.3%	٧.	P G
	Jaylor KG.	Burn Clon Dd	£ ±	246	28 24 536	2000	24 100		OCO.	200	35 0.4307	1 100	200	20	200	260	48		196 997	1 860	0 0	0.276	2,576		Add
	Burnt Store Rd.	Agui Esta Dr.		3424	49 34 19	6 0.86	29 400		1030	030 0.54	95 0.4505	2 1 660	1.370	3 8	5%	0.52	46	2	1.663 1.372	1.860	9 0	0.2%	0.1%		Add
	Aqui Esta Dr.	Airport Rd.	±	257.	55 25.74	3 0.85	22.100		1030	280 0.54	2.280 0.5495 0.4505	1.250	1.030	12	1%	0.52	.48	0	1.251 1,030	1.860	8 8	0.1%	%0.0	4	Add (
	Airport Rd.	Henry St.		262.	24 26.21.	5 0.86	22,500		1030	320 0,54	95 0,4505	5, 1,270	1,050	0	.1%	0.52 C	.48	-	1,270 1,051	1,860	8	0.0%	20.0%	4	Add
	Henry St.	Northbound/Southbound Spa	ξ 0	273	15 27,30	96.0	23,500		1030	420 0.54	95 0.4505	1,330	1,090	6	11%	1 0.52	1,48		1,330 1,091	1,860	80 80	0.0%	0.0%	7	Add
US 41- NORTHBOUND	Northbound/Southbound 5	pli Taylor St.	2	140	55 14,05	0.96	12.100		1030	250 1.00	0000	1,250		5	%0.	0.52	48	-	1,250	1,956	· m	0.0%	0.0%	2	Add
- !	Taylor St.	Barron Collier Bridge	2	168	87 16,88	20.00	14,500		020	490	0000	36		0	20.0	750	2.48	•	. 490	9250	. (0.0%	0.0%	7 (9
US 41- SOUTHBOOND	A.W. Gienrest Bridge	Northbound Southbound Spi	2 2	1000	47 49 87	2000	4,965		3 2	100 0.00	20000	. 5	1.34U	7 00	20.0	0.00	1,52	,	1,52	900	, (1,036	0.076	7	200
1	Zemel Rd	Notre Dame Blvd	200	123	79 12 35	0.86	10 600		1074	140 05	26 0 4574	610	230	200	2%	0.48	1,52	-	611 531	810	0	2 20	0.1%	2	Add
	Notre Dame Blvd.	Agine Rd.	£	103	53 10.35	3 0.86	8 900		1074	960 0.5	26 0.4674	510	450	0	9,0	0.48	(52	0	510 450	1.360	80	%0.0	%0.0	2	Add
	Action Bd	US 41	£	1436	63 14 35	1 0.86	12.400		1074	330 0.5	26 0.4574	710	920	2	3 %0	0.48	25.	0	710 620	1,860	8	0.0%	0.0%	2	Add
	US 41	Taylor St.	7. N	161	14 16.07	4 0.86	13,800		1074	1,480 0.5	26 0.4574	190	980	40	4%	1 0.48	7.52	2	792 692	-	٥	0.2%	0.2%	2	Add
TAYLOR ST.	US 41-South	Acline Rd.	ZM	441	46 4,44	12 0.86	3,800		1074	410 0.5	726 0,4674	4 220	190	4	%0.	7, 0,48	25'(0	220 190	L	O	0.0%	9.0.0	2	Add
	Acline Rd.	N Jones Loop Rd.	ZM D	16.	37 1,63	7 0.86	1,400		1074	150 0.5	0.5326 0.4674	4 80	70	0	3 %0.	0.48 (),52	0	30 70	810	8	0.0%	0.0%	2	Add
	N Jones Loop Rd.	Burnt Store Rd.	ZW. D	33	179 3,37	5 0.86	2,900		1074	310 0.5	25 0.467	170	140	4	1,0%	7 0.48	252	0	170 140	810	O O	0.0%	0.0%	2	Add
	Burnt Store Rd.	Airport Rd.	24	8	13,33	12 0.84	11.500	1	1074	240 0.5	326 0.467	9	280	4	.0%	0.48	7.52	0	080 580	1	0	0.0%	9.0%	2	Add.
000	Airport Rd.	US 41-North	21/4	110	10.95	97 0.86			10/4	070	200 0.46	200	790	7	30.0	0.48	76.0	,	240 480	ď	، د	50.0	0.0%	,,	9
	Altered Del	Alloon Au.	1	╪	20 2 20	28.0		-	1074	0.00	26 0 467	280	092	5	2 3	890	2 62	1	281 240	1 860	(a	2000	200	,	4
CR 74	US 17	SR 31	214	43.	4321 4.04	98.0	3500	8079	0310	320 0.5	0,5326 0,4574	170	150	272 2	5% 24	3 0.52	1,48	12	184 162	1	60	1.7%	1.5%	2	Add
	SR 31	Glados County Line	1	L	07; 4.27	3 0,86	3,700	8079	03.60	340 0.5	126 0.467	180	160	134	.2% 1:	3 0.48	7.52	1	185 167	810	8	0.7%	0.9%	2	Add
	Glades County Line	SR 29	ı	Ц	525 4,20	13 0.86	3,500		1074	390 0.5	126 0.467	4 210	180	122	1.86	2 0.48	7.52	6	216 186	810	60	0.7%	0.7%	2	Add
US 17	Marion Ave.	11-75	- 1	298	28.75	28.0	25.600		1074	750 0.5	326 0.467	1.480	1.290	88	2.6%	0.52	0.48	7	1,465 1,294	2,790	69 69	0.2%	0.2%	₹ .	8
	1.75	CR 74	-1	200	502	9.0	26.200		107	50 050	250 0.467	200	000	502	270	7000	7 48	2	1,52,1	7,150	0 0	0,4%	0,3%	•	8 3
	Minchington Loop Dd	Noah Noah		200	22 17 20	98 0	12 500	İ	107	350	25 0 467	200	220	2 2	19.	1 0 52	1.48	-	1771 FR	1 860	9 6	9 0	2000	-	Add
W MARION AVE.	Coronado Dr.	Garvin St.	£	146	61 14,65	2 0.86	12,500		1074	350 0.5	26 0.467	4 720	630	6	11%	1 0,52	3.48	-	720 631	1,360	89	0.0%	%000	2	Agg
	Garrin St.	US 41	200	130	13,01	18 0.86	11,200		1074	200 0.0	1,000		1.200	12 0	1.1%	1 0.48	7.52	-	1,201	1,956	9	%D'0	0.1%	2	Add
	US 41	US 17	1	179.	134: 17,88	31 0.86	5 15,400		1074	0'0 059'	1.000.		1,650	23		5 0.48	0.52	2	1,655	2,934		0.0%	0.2%	2	Pod
	Gravin St.	US 41	- }	123	395, 12,36	36 0.3	10,700		1074	1501.0	0000	1,150	-	0 0	2.1%	1 0.52	9		1,150	356		0.0%	%0.0	, , ,	2
E OLYMPIA AVE.	US 41	US 17	- 1	36	19.3	0 0	000'5		1074	200	25 0 467	290	200	97 6	0.5%	20 0 50	0 89		1671	6,934	. C	0.0%	200	, 6	P P
	Airont Rd.	Carmalia Si.	1	1	173	30.08	909		1074	80 0.5	126 0.467.	8	8	0	%0.	0.52	7,48	0	30	810	80	0.0%	0.0%	2	Add
	Coronado Dr.	US 41	ı	L	12396 12,38	30 0.84	10,600		1074	1.140 0,5	326 0,467.	4 610	530	16	1.1%	2 0.52	2.48	-	611 53	810	O	0,1%	0.1%	2	Add
	US 41	Florida St.		34	157 3.45	56 0.84	3,000		1074	320 0.5	326 0,467.	4.170	150	1	7.0%	0 0.52	0.48	0 (170 150	810	o o	%0'0	0.0%	2	Add
	US 41	Taylor Rd.	2M C	48	339 4,80	38 0.80	6 4,200		1,1074	450 0,5	326 0,467	4 240	210	-	,0%	0 0.52	0.48	0	240 210	810	O O	%0`0	0.0%	2	Add
	Taylor Rd.	i - 75 Bridge	ZVV	52	793 5,75	91 0.8	5.000		1074	540 0.5	326 0.467	290	250	2	.0%	0 0.52	0.48	0	290 250	810	o	%0.0	0.0%	2	Ado
-	1 - 75 Bridge	Piper Rd.	ZM	8	374 5.E.	72 0.8	4,900		1074	530 0.5	326 0.467	780	250	2 .	20%	0.52	0.48	0 ,	280 250	+	0 0	0.0%	0.0%	7	Add
N JONES LOOP RD.	US 41	Taylor Rd.	Ŧ.	12.	2186 12.17	97	10,500		1074	130 0.5	326 0,467	200	230	9 9	200	25.0	0.48	,	900	000	0 0	2 6	8,000	7	
	Taylor No.	6 lames (44-154	Ę			000	202.9	1	1074	200	706 0.407	2 080	070	3 5	.6.70	1 0 52	2 48	7 0	385	2 88.5	a a	2 2	2000	,,	A de
GO GOO! SHOW S	M long Long Bd	1 To Bridge	7 27		3 0	200	AND A	-	1074	N/O	126 0.467	1 1	20	4 6	20%	0.50	9.48	, ,	G	310	A	200	**00	-	Add
Control Control	1 - 75 Bridge	Taylor Rd.	NZ.	24	146 2.44	16.0	2 100	Ī	1074	230 0.5	326 0.467	4 120	1.10	0	%0%	0.52	9,48	0	120 110	810	U	0,0%	0.0%	2	Add
	Taylor Rd.	US 41	ZM E	26	392 2.66	38 0.8	5 2,300		0,1074	250 0,5	326 0,487	130	120	*	.0%	0 0.52	0.48	0	130 120	910	0	%0.0	0.0%	2	Add
	US 41	Burnt Store Rd.	2M	29	919 2.9	15 0.84	2,500		0.1074	270 0.5	326 0.457	140	130	4 0	3.0%	0 0.52	0.48	0 6	140 130	018 0	O O	0.0%	%0.0	2	Add
	Burni Store Rd.	US 41	W.	2	548 1.5	16 0.8	1,300		7074	140 0.5	326 0.467	100	2	32	0.3%	3 0.52	0.46	- 5	72 7	810	9 0	0.2%	20.0	7	8 3
	US 41	1.75	# %	3 6	737 3.75	17 0.8	2 2800	ĺ	1074	300 005	376 0 467	1,230	140	107	70%	0 0.52	0.48	20	160 140	810	0 0	0.0%	0.0%	7	A Se
OLWELL RD.	US 41	1-75 Bridge	2.00	18	128 3.02	18 0.8	9 2.600	Ī	1074	280 0.5	326 0.467	150	130	0	1,0%	0 0.52	0.48	0 0	150 13	810	U	%O'D	0.0%	2	Add
	1-75 Bridge East	East	254	8	3.05	28 0.8	5 2,500		1,1074	280 0.5	326 0.467	4 150	130	0	7.0%	0 0.52	0.48	0 0	150 13	810	υ	0.0%	0.0%	2	Add
								•																	

EXHIBIT J

EXHIBIT J

	LEE / HENDRY COUNTY FROM TO	DERECTIONAL PEAK MOUK, PEAK URAGON			NON-PROJECT TRAFFIC	2		۵.	PROJECT TRAFFIC	TOTAL TRAFFIC	(2)		Slan.
	Oriz Ave. Nuns Ave. Nuns Ave. Nuns Ave. Nuns Ave. Nuns Ave.		(4) FSUTMS PSWADT	(5) PSWADT/ AADT Factor	(10) Lee County (6)(10) Growth Trends K AADT Factor	Non- 10) Project T Peak Hr	Non-Project Dir Volume Dirt Dir2		(9) In/Out Split Dir1 Dir2	SER ionai Peak.Hr vol iii volume @ Drz Diri Drz s	NUCE 2014 LUME 2014 LOS LOS STD DI11 Dir2	Traffic Is % of SV Dirz	8.Adv. Impact Needed Nee © 5% # of Imp Dirtoirz Lanes m
	Marsh Ave		1			100001 304881 100001		10732			. 1-	3	1 3
	Veronica	աև	-			1.100 0.5800	3,4200 640 460	2 2	0.52 0.48	2 643 462	a ()	1	2 Add
	iversity.	Blvd. 2LU E	Ш	1 1		970 0.5800	5,4200 560 410	121	0.52 0.48	566 416	O E		2 Add
	78 US 41	m n	+			3 670 0 8533	0.4467 2.030 1.640	1026	0.52 0.48	48 2.081 1.688	a u.	2.6% 2.4%	6 Add
		J w	ļ	1		2,970 0,5533 0	0.4467 1.640 1.330	1212	0,52 0.48	57 1,700	1950 C B	3.1% 2.9%	4 Add
	ક્વ	ш		1	0.1030	2,730 0,5533 0	0.4467 1,510 1,220	1590	0.52 0.48	74 1,589	1950 B B	4.1% 3.8%	A Add
		ш		- 1	13,700 0,0952	0.9340 1,220 0,5600 0	0.4400 680 540	3308	0.52 0.48	154 844	020	70.3% 15.8%	Add C
	Nalle Rd.	шu	1	- 1	13,700 0,0952	700 0.5200	0.4800 360 340	8 8	0.52 0.48	16 37	320 026	1.8% 1.7%	2 Add
	SR 82	0	+	1	0.1040	590 0.5200	0,4800 310 280	0	0.52	310	920 C B	%0.0	2 Add
	Gunnery Rd.	2LU D 11	13111	1 1	0.1040	1,220 0,5200 (0.4800 630 590	122	0.52	6 636 596	920 C	0.7% 0.6%	2 Add
		۵		14,747 1.11 13,300	0.1040	1.380, 0.5200 (0,4800 720 660	145	_1	7 727 667	920 C	0.8%	2 Add
		ш	4	16,113 0,87 14,000	0.1030	1,440 0,5533	0.4467 300 640	3 8		0 4 758 4 040	320	0.2%	4 Add
		<u>.</u>	+	- 1	0.1030	2,250 0,5533 (0.4467 1.250 1.0101	- 1	13 052 0.92 8	910'1 02'2 19	350 0 B	0.4% 0.5%	4 Add
		u ı	1	1	0.1030	5,480 0,000	0.4467 3 0.60 5 420	1	1 052 0.48 1	0 3.061 2.470	4850 0 0	%0.0	2 Add
		נו נו נו	1	-	0.030	3 020 0 5546	0.4354 1.710 1.310	1	12 0.52 0.48 6	6 1,715 1,316	2920 B B	0.2% 0.2%	4 Add
Column C		0.00 0.00	-	1	0.0880	4 620 0.5546	0.4354 2.270 1.750		26 0.52 0.48 14	12 2,284 1,762	2920 8 8	0.5% 0.4%	6 Add
The control of the	Metro Pless Wello Fried.	1 2 2	-	1	0.0880	4,310 0,5646	0,4354 2,430 1,880		42 0.52 0.48 22	20 2,452 1,900	2920 B B	0.8% 0.7%	6 Add
This part This	Veropica Spoemaker Blvd Winkler Ave	61D	1	1	00880	4,080 0,5646	0.4354 2.290 1.770	1	46 0.52 0.48 24	22 2,314 1,792	2920 B B		S Add
The control of the	Winkler Ave	910	L	1		4,840 0,5646	0.4354 2.730 2,110	1	!_	24 2,755 2,134	2920 C B		5 Add
Third Thir	Odio Ave	910	L			5,340 0,5646	0,4354 3,580 2,760	1		26 3,607 2,786	2920 F C		B Add
No. 1964		u	Ļ			4,850 0.5800	0,4200 2,810 2,040			3 2,814 2,043	2920 C B		6 Add
State Stat	_	ı	ŀ	1		3,950 0,5800	0,4200 2,290 1,650	7 0.1%		1 2,290 1,661	2920 B B		6 Add
Third control Third contro	Siater Rd.	ш	L			490 0,5100	0,4900 250 240		23 0.52 0.48 12	11 262 251	920 8 8	1.3% 1.2%	2 Add
1. 1. 1. 1. 1. 1. 1. 1.	Harf Rd.	ш Ш		1	0680'0	610 0.5100	0.4900 310 300	- 1	20 0.52 0.48 11	9 321 309	1950 A A	0.6% 0.5%	2 Add
This in the control of the control		w	L		0680.0	2,120 0,5100	0.4900 1,080 1,040	- 1	9 0.52 0.48 5	4 1,085 1,044	1950 B B	0.3% 0.2%	4 Add
No. 1971		ເປ			0680'0	2,810 0,5100	0.4900 1,430 1,380	- 1	8 0.52 0.48 4	4 1,434 1,354	9 0 0	81.0	A AGO
The control of the		ш	-	- 1	0.0900	950 0.5000	0.5000 480 470	- 1	6 0.52 0.48 3	3 483 473	3000	0.03	7 WG0
Marie Mari		w	1	I	Ö	2,800 0,000	1.0000	- 1	10 0.52 0.45 5	2,003	2 V V V V	0.2%	2 4
Marie National Process Marie National Proc		ш.	1		o le	0.0000	1,000,000,000,000,000,000		0 050 0.00	750 231 1	a a 050+	0.0%	4 Arth
Particular Par		21	4	- 1	00000	2,030 0.000	000 000 00000	1	13 050 0.00	S 1 1 1 57 1 158	1050 B	20 0 3%	4 Ado
Commission No. Comm		4	4.	-		2,300 0,3000	0,0000 1 340 1 340		200000	4 1345 1344	1950 B B	0.3% 0.2%	4 Add
Change State Chan		u c	+			1,050 0,000	0.3900 6401	1	11 052 0.48 5	6 645 418	320 026	0.5% D.6%	2 Add
Maintail Part Control Browner Brow		u	+	1	-	1 270 0 6100	0.3900 770 500	1	3 0.52 0.48 2	1 772 501	1950 8 8	0.1% 0.1%	2 Add
Continue		u c	+	1		7.370 0.5675	0.4375 4.180 3.190	1	64) 0,52 0,48 33	31 4,213 3,221	5,530 C B	%9'0 %9'0	6 Add
This control of the		3 0	ł	ı	0.0870	7 180 0 5675	0.4325 4.060 3.100	1	122 0.52 0.48 63	59 4.123 3.159	3.580 F D	1.8% 1.6%	6 Add
No. 1985		2	+	- 1	20000	6 870 0 6676	770 000 9 1900	ı,	148 0.50 0.48 75	71 3 975 3 041	3580 F D	21% 2.0%	6 Ado
No. 10. No.		٥	1	- 1	0.0879	6,870 0,3673	0.43.00 3,900 2,970	-۱۰	178 0 50 0 48 00	28.5 C C 28.6 38.	1 u u	26% 2.4%	6 Add
September 84. Control Cont			+		0.000	5 050 0 5575	0.4375 3 380 2 570	15	132 0.52 0.48 68	64 3.448 2.534	3.580 D C	1.9%	4 Ado
State Control Contro			+	1	0.000	4 200 0 5675	0.4325 2.430 1.860	ľ	0.57	14 2 446 1.874	3.580 C B	0.4% 0.4%	4 Add
No. 10, 10, 10, 10, 11, 11, 11, 11, 11, 11,		 3 u	+	1	S	1 520 0 5200	0.4800 790 730		0.52	6 797 736	0Z6	0.8% 0,6%	2 Ado
This bound with the part This bound with the		Т	1,4674	1	5 0	1360 0 6200	0.4800 710 650		8 0.52 0.48 4	4 714 654	1950 B B	0.2% 0.2%	2 Add
1. 1. 1. 1. 1. 1. 1. 1.	-	1	01000	1	0.10401	1 300 0 5200	0.4800 680 620	ı	t	2 683 622	1950 8 B	0,2% 0.1%	2 Ack
Section Communication Gio E 22 22 22 23 23 23 24 24	Deli Dio	1	2002	1	0.1040	2.030 0.5200	0,4800 1,080 1,000		1	1,081 1,001	1950. B B	0.1% 0.1%	A Ade
Control Bild Control Bild<	SB 87	u	ŀ	1		4,550 0.5900	0.4200 2,640 1,910			3 2,643 1,913	2920 C 8	0.1% 0.1%	9 Adc
Control State Control Stat	I sopard Blod	u	ŀ	ı		3,690 0,5800	0,4200 2,140 1,550		4 0.48 0.52 2	2 2,142 1,552	2920 B B	0.1% 0.1%	6 Ado
State Marche Butter March Butter March Butter Marche Butter Marche Butter Marche Butter March	-	, u	F	1		4.350 0.5800	0,4200 2,530 1,830		7 0.48 0.52 4	3 2,534 1,833	2920 C B	0.1% 0.1%	6 Ado
Secondary Control Cont		2 4	+	1		3710 0 5800	0.4200 2.150 1.560		7 0.52 0.48 3	4 2,153 1,564	2920 B B	0.1% 0.1%	e Adr
Convert Red		, u	+	(1 460 0 6200	0.3300 910 550	-	12 0.52 0.48 6	6 916 556	920 E C	84.0	2 Adc
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Shirt-Name Ref. Shirt-Ref.	Seaboard St.	ין ע		11,200		000000000000000000000000000000000000000	000000	1	25 0 52 0 48 13	L	920	1.4% 1.39	2 Ad
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		w t	+	4,399 1.24		000 0 5300	2005	3 8	0.52	525	o	l.,	2

Indicatos a roadway segment significantly, but not adversely, finpacted by the Project. Indicates a roadway segment significantly and adversely impacted by the Project. Roadway segment subject to mitigation.

EXHIBIT, I-pege a 4 il)
BABCOK (PANCH COMMUNTY - INCREMENT 1- Phase s
BABCOK (PANCH COMMUNTY - INCREMENT 1- Phase s
FOUNDER (PANCH COMMUNTY - COMMUNTY - INCREMENT CAPTURE
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3.Aov.
[mgac] Needed 1
(2.5% # of 1)
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Dir. Volume
Dir. Dir.2 (5)(10) D.Easter Dir1 Dir2 NON-PROJECT TRAFFIC

(10)

Lea County (6)(10) (10) Project

Growth Trends K T Peak H

AADT Factor Factor Volume D AADT (5) Non- PSWADT! Project AADT Traffic Factor (4) FSUTMS 1 PCS # (E) S) B) (1) # of Lanes ρ FROM LEE / HENDRY COUNTY

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SIX MILE CYPRESS PRIVY.		Challenger Blvd.	9 PLDc E	31	17			0.0890	0.5200			344					-		340 B B	3 0.69	-	4	Add
	Challenger Blvd.	Winkler Ave.	4LOc. E	33	3			0.0890	0,5200			232				12 10	892	820 20	30 B	9.0	J	2	Add
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	Del Prado Blvd.	Bayshore Rd.	2LU E	:	5675 6.5	84	1 5,900	0.1046	610 0.5200	0,4800 3.	290				0.52	4 5	324	255	20 C C	0.49		2	Add
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	Bayshore Rd.	North River Rd.	2LU E	ŀ	21147 13,19	9.0 7.6	10,800		40 1,120 0,4800	0,5200 5.	7.8 5.82	7950	74.1%	764 0.52	0.48	395 369	933	951	920 F F	42.99	40.2%		Add 2
	North River Rd.	Charlotte County Line		FDOT	17693 8.5.	33 0.6	97 8,500	9,800 0,0952 0,9340	40 870 0,4400	0,5600 3.	33 487		85.4%		0.48		4	613	320 D E	49.50			Add
												- 1				-					- 1		
SR 82	Fowler Ave.	V.S. Shoemaker Bhd.	<u> </u>	-	8		0.87 29,600	0.1030	3,050 0,5533	0.4467 1,690	90 1,360	- 1	0.5%	5 0.52		2 3	1.692	1,363	υ 020	9 0.19	-	4	Add
	V.S. Shoemaker Blvd.	Michigan Link	4LD E		393			0.1030	3,300 0.5533	0.4467 1.8	30 1.470	3	%6.0	9 0.52]	5	1,835	1,474	υ 086	9 0.3	ı	4	Add
	Michigan Link	Ortiz Ave.	_	┝	51531 51,451			0.1030	4,610 0.5533	0.4467 2.5.	3.550 2,060		0.7%	8 0.52		4	2.554	2.064 2	320 C	3 0.1%		9	Add
	Ortiz Ave.	1.75	9 GLD E	FDOT	968		87 50.200	0,1030	5,170 0.5533	0.4467 2.8	30 2,310	214	2,0%	21 0.52		11	2,871	2,320 2	320 D E	9 0.49		9	Add
	175	Buckingham Rd.	3 079	-	40871 40,6			0.1030	3,650 0,5533	0.4467 2,0.	30 1,630	- 1	1.6%			8	2.028	1,639	320 B	0.3	- 1	9	Aod
	Buckingham Rd.	Lee Blvd.	3 G79	FDOT	36704 36,5			0.1030	3,280 0.5535	0.4467 1,8	10 1.470	_	1.4%		- 1	7 7	1.617	1.477 2	320 B E	3 0.2	-	4	Add
	Lee Blvd.	Gunnery Rd.			377			0.1030	1,590 0,5530	0.4467 8	90 710	-	0.8%	- 1	- }	4	984	714	320 D	0.4	-	7	Agg
SR 80 - 1st St. & 2nd St.	Fowder Ave.	Park Ave.	4LD E	-	623		0.87 35,800	0.0974	3,490 0,5387	0.4613 1.860	1,610	- }	4.9%	- 1	- 1	28 24	1,906	1634	0 056	1.3	-	4 6	Add
	Park Ave.	Seaboard St.	_	-1	920			0,0974	3,850 0,5387	0.4613 2.0	1,780		6.7%	- 1	- (1		1,014	2 0	0.0	1	-	DDW V
	Sephoard St.	V.S. Shoemaker Blvd.	4LD E	100	154	١	87 34,300	0.0974	3,340 0.538,	0.4613 1.8	00).	6.03	- 1	- 1	1	000	4/6.	2 0	0 0	1		2
	V.S. Shoemaker Bhd.	Oritz Blvd.	_	+	545	1		34,193 0.0986 0.9	3,180 0,538,	0.4613 1./	1,470	_	8.3%	1	- 1	200	00/1	0 00	2 0	7 7	П	1	200
	Oritz Blvd.	1.75	4	+	919		0.87 42.600		AD 2.7.20 0.520X	4,000	015.	_1_	24.278	ì	- (1	+	2001	0 000	9	П		2 2
	F75	03.31	1	1001	3	ı	67 47,300	36,928 0.0808 1.01	3330 0.534	0.4700	000	24.00	21.076	320 0,32		2 00	+	1 704 1	2 2 2	100		1	And
	ar al	replic Ave.	3 6	-	43451 42.0	1		2,000,0	3,570 0,535	0.4613 1.4	1 230	١	2 8%	1	1	ļ	÷	1 245	860 8	6.0		4	Pod
	ropic Ave.	Buckingnam Ro.	\perp		31/30 34.4	ı	0.07 30 000	0.0074	7 970 0 5787	64613 1 5	1 350	l	380	1	1	2	+	1351	0 0 0 0 0 0	0,1	1	4	Add
	Hickor Crook	Ava Bridge	0 0	+	927	ļ		0.0974	2,870 0,5387	0,4613 1.5	50 1,320	9	0.1%	1_	ł	0	1,550	1,321	O	D.0		4	Add
	Alva Bridge	Josi Blvd.	L	۰	35713 35,3		0.87 30,800	0.0974	3,000 0.5387	0,4613 1,6	20 1,380	324	3.0%	31: 0.4	L.,	15 16	1,635	_	1 0 099	B 0.8		4	Add
	Joel Bivd.	Hendry County Line	<u></u>	H	42541 42.3	l		0,0974	3,590, 0,5387	0,4613 1,9	`	158	1,5%	15 0.48	3	7 E	1.937	1,668	960 F (0.4		9	Add
	Hendry County Line	CR 78A	4LD D					0.0974	3,310 0,538;	0.4613 1,7	`	114	%	11 0.4	_	2	1,785	4	ر 960	0.3	-	4	Add
SUNSHINE BLVD.	Lee Bhd.	25th St.	ZLU E	22	1674 1,674		1.05 1,600	0,0870	140 0.5800 0.4200	0.4200 80	90 08	0	0.0%	0,5.	2 0.48	0	8	4	920 B	9600	%0.0%	7	P Add
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TICE ST.	SR 80	Oritz Ave.	12LU E	11				0,1040	1,220 0,520.	0.4800		132	1.0%	11 0.5	0,40	ا ا	920	+	2 0 000	2 0		1	B P
	Oritz Ava,	Staley Rd.		4	8218 8.4	1.	7,400	0.1040	770 0.520	0.4800	370	2	0.0%	000	0,00	5 6	200	200	2 020	3 6	1	1	200
TREELINE AVE.	Colonial Blvd.	Daniels Pkwy.	4LD	4	9755 8,	121	21 8:000	0.0920	V2C0 UP/	0.4800	1	3	200	0,0	9 0	17 5	700	200	2 000		1	4 6	200
VERONICA SHOEMAKER BLYSR 80	BL SR 80	SR 82		92	14672 14,	200	16 12,400	0.0900		0.5000 0.5000	200	5	2.07	15 0.3	9 6	2 0	0/0	27.2	2 050	2 0		1	Add A
	SR 82	Winkler Ave.	_1	4	13334 13,	3	15, 11,900	0.000	000,000	0.3000	010	5	6 20	2 2	200	,	250	200	4	0 0			Add
4.7	Winker Ave.	Colonial Blvd.	\perp	-	5248 B.	200	3,400	0.0900	450 0.3000	0.3000	2000	36	200	200	2 0 48	,	2 534	2042	000	00			Add
05.41	Hanson St.	3K 62	1	+	21017 30,	240	4 4 TOO	0.1030	4 640 0 5635	0 4467 2 5	070 5 107	1	2000	200	0.48	0	2 570	2 070	000	00	960.0	4	Add
-	SR 82	Hancock Bridge Prowy.	200	502	27664 276	0 0	2000 42,000	0.1030	3 200 0 553	0.4467 1.8	1510	2 65	400	2 2	2 0 0	1	1 883	1 512	8 1026	0.1	% 0.1%		Add
	Hancock Shage Provy.			+	278070	288	87 24 300	0.1030	2 5001 0 553	0.4467 1.3	80 1 120	4	%0.0	0 0.5	2 0 48	0	1380	1,120	920 8	0.0	%0.0	4	Add
	Displayed Dd	The State No.	3 2	1000	28653 28 8	184	871 74 900	0.1030	2.5601 0.553	0.4467 1.4	20 1,140	3	0.8%	9 0.5	2 0,48	4	1,424	1,145	920 8	8 0.1	% 0.2%	4	Add
	Littleton Rd.	Business 41	1	-	26015 25,5	971	87 22,600	0.1030	2,330 0,553;	0,4467 1,2	90 1,040	ž	0.4%	4 0,5	2 0.48	2	2 1,292	1,042	920 B	9.0	% 0.1%	7	Add
	Business 41	Del Prado Extension	3 CT9	FDOT	31876 31,790	790 G.	87 27,700	0.1030	2,850 0.553.	0.4467 1.5	80 1,270	98	9%8.0	3 0.4	8 0.52	4	1.584	1,274 2	920 B	B 0.1	% 0.1%	-	Add
	Del Prado Extension	Charlotte County Line	_	Ͱ	38841 38,0	307 0.	97 33,800	0.1030	3,480 0,553.	0.4467 1.5	1,550!	_	9.3%	3 0.4	18 0.52	2	1,932	1,951	920 B i	B 0.1	% 0.0%	-	Add
					-																		

EXHIBIT J

FOOTNOTES

- (1) 2010 E-C number of lares.

 (2) see County Standarder Service Volume; (September, 2003). Phil sue PDOT Generalizes Sowiez Volumes.

 (3) see County Standarder Service Volume; (September, 2010). Phil such County Standarder.

 (4) see County Standarder Service Volume; (September, 2011). Phil such Service Volumes.

 (5) see County (Vision Service Volumes). Phil see Service Volumes Service Volumes.

 (6) see County (Vision Service Volumes). Phil see Service Volumes.

 (7) Tell Not Nove Exervice Volumes Service Volumes.

 (8) see County (Vision Service Volumes). Phil service Volumes.

 (8) see Service Volumes.

 (9) Tell Not Nove Exervice Volumes.

 (9) Inclination May label Service Volumes.

 (10) Project Service Volumes.

 (11) Project Service Volumes.

 (12) Project Service Volumes.

 (13) Project Service Volumes.

 (14) Project Service Volumes.

 (15) Project Service Volumes.

 (16) Project Service Volumes.

 (17) Project Service Volumes.

 (18) Project Service Volumes.

 (19) Project Service V

EXHIBIT K (1207)09)

BABCOCK RANCH COMMUNITY - INCREMENT 1, #07662
FUTURE (2014) TRAFFIC CONDITIONS WITH PROJECT
PROPORTIONATE SHARE CALCULATION
INCREMENT 1, PHASE 1

(12) Estimated Prop Share	\$2,990,400	\$97,810 \$1,553,045 \$388,282 \$1,941,308 \$291,196 \$368,848 \$2,990,388	\$2,990,400	(10)(12) Estimated Prop Share	\$64,300	\$30,820 \$30,820 \$2,646 \$64,287	\$51,300	\$47,233 \$4,055 \$51,288	\$262,100	\$58.603 \$203,506 \$262,110	\$377,700	\$3,368,100
(4)(12) Needed Improvement Cost	\$7,949,100	\$260,000 \$4,128,350 \$1,022,088 \$5,160,436 \$774,066 \$774,066 \$774,066 \$774,066 \$774,066	\$7,949,100	(4)(12) Needed Improvement Cost	\$242,950	\$116,475 (6) \$116,475 (6) \$10,000 (6) \$242,950	\$126,475	\$115,475 (e) \$10,000 (s) \$126,475	\$520,947	\$116,475 (6) \$404,472 (6) \$520,947	\$890,372	\$8,839,472
(12) Total Roadway Improvement Cost Per Mile	\$6,114,656	\$200.000 (11) \$3.175.654 (3) \$5.969.568 \$5.969.568 \$595.405 (8) \$5754.218 (8) \$5.144.658	st are			Add Second SB Left-Turn Lane Add Second EB Left-Turn Lane Signal Retiming Total Intersection Improvement Cost		Add Second EB Left-Turn Lane Signal Retiming Total Intersection Improvement Cost		Add WB Left-Tun Lane New Signal Total Intersection Improvement Cost	Share	OVERALL TOTAL IMPROVEMENT COST OVERALL TOTAL PROPORTIONATE SHARE
(3)(12) Prop. Share	0.3762	25% 15% 19%	Total Roadway Improvement Cost (Total Roadway Proportionate Share	(8)(12) Int. Prop. Share	0.2646	d Second SE d Second EE tersection In	0.4055	d Second Ef	0,5031	Add WE	Total Intersection Improvement Cost (Total Intersection Proportionate Share	OVERALL TOTAL IMPROVEMENT COST
% Signif. (42,9%	fine Mile time Mile tingency rline Mile sine Mile line Mile	dway Impro	(1) Total Volume	1523	Add Add Total In	1884	Add	1751	Total In	rsection Im	L TOTAL IN
(1) Project Volume	395	PD & E Study Cost Per Centerline Mile Statewide Roadway Cost Per Centerline Mile Total Construction Cost Per Centerline Mile PE Design Cost Per Centerline Mile CEI Cost Per Centerline Mile Total ROW Cost Per Centerline Mile Total ROW Cost Per Centerline Mile Total Roadway Improvement Cost Per Centerline Mile	Total Roa	Project Volume	403		764		881		Total Inte	OVERAL
Capacity Added	1,050	Study Cost adway Cost uction Cost Pesign Cost CEI Cost ROW Cost		11 11 11 11								
	1,970	PD & E ttewide Ros otal Constr PE C Total		31 31 31 31	П		П					
Service Volume At LOS Standard E+C Need.	920	Sta T		1 								
Number of Lanes	2 4	·										
Nu of I Length (Miles) E+C	1.30				H		Н		H			
E (N												
	er Road											
01	North River Road											
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				11 12 13 14 14 14 14								
FROM	SR 78				-		\parallel					
## ## ##					Beach Blvd		nore Road)		load			
				rion	80 (Palm		78 (Baysh		nth River R			
ROADWAY	SR 31			INTERSECTION	SR 31 at SR 80 (Palm Beach Blvd.		SR 31 at SR 78 (Bayshore Road)		SR 31 at North River Road			

- FOOTNOTES.
 (1) Please and the Carbiel I.
 (2) From Les County Carbonistics Service Volumes, January 2009.
 (3) From Les County Carbonistics Service Volumes, January 2009.
 (4) Read Service Volumes, January 2009.
 (5) From Les County Carbonistics Service County Les Carbonistics Service County Les Carbonistics Service County Les Carbonistics Service County Les Carbonistics Service Les County Les Carbonistics Service Les County Les Carbonistics Service County Les Carbonistics Service Les County Les Carbonistics Service Les County Les Carbonistics Service Les County Les Carbonistics Service Les County Les Carbonistics Service Les County Les County, Les C

BABCOCK PROPERTY HOLDINGS, L.L.C.

17837 Murdock Circle Port Charlotte, Florida 33948

December 14, 2009

Mr. Lawrence Massey Growth Management Coordinator Florida Department of Transportation District One, Southwest Area Urban Office PO Box 1030 Fort Myers, FL 33902

Re: Babcock Ranch Community DRI Increment 1-Phase 1

Developers Binding Commitment to Assure Construction or Improvement

Dear Lawrence:

We appreciate the Department of Transportation's (FDOT) participation in the agency coordination meetings and related discussions with respect to transportation impacts, studies and mitigation for the Babcock Ranch Community DRI. This coordinated effort has resulted in agreement on proposed amendments to the Master Development Order relating to the updating of the Master Traffic Study and on proposed transportation conditions for Increment 1-Phase 1. We look forward to our continued work together as we move forward to implement the agreed upon solutions.

In accordance with Section 163.3180(12)(a)4. Florida Statutes, specifically with respect to certain improvements to SR 31, a regionally significant transportation facility maintained by FDOT, Babcock Property Holdings, LLC, hereby agrees to this binding and enforceable commitment to assure the construction or improvement of certain portions of SR 31 in accordance with the attached Exhibit A. The attached Exhibit A, which is hereby incorporated by reference into this letter, is a duplicate of Section 4, entitled Transportation, of that certain DRI Increment 1 - Incremental Development Order, scheduled for consideration by the Charlotte County Board of County Commissioners on December 15, 2009.

Sincerely,

Tom Danahy President

Enclosure

EXHIBIT A

4. TRANSPORTATION

- A. Representations and Commitments as Conditions.
 - (1) Increment 1-Phase 1.

a. From a transportation perspective, only Babcock Ranch Community Increment 1—Phase 1 ("Increment 1-Phase 1") is approved by this Incremental Development Order. Due to the limited development of Increment 1-Phase 1 and its build-out date of December 31, 2014, the traffic analysis that has been conducted by the Developer, Florida Department of Transportation (FDOT), Charlotte County and Lee County is sufficient. Only the residential and non-residential development shown on Exhibit E for Increment 1- Phase 1 is authorized by this Incremental Development Order. However, site related preparation and improvements for Increment 1-Phase 1 and Increment 1-Phase 2 are allowed, such as clearing, grading, infrastructure, water management, mitigation, environmental restoration and landscaping are allowed. Prior to submittal of Increment 1- Phase 2 or any other Increments, an update of the Master Traffic Study shall be conducted and approved in accordance with the Master Development Order as modified by that certain Notice of Proposed Change approved December 15, 2009.b.

Developer shall be fully responsible for the required site-related roadway and intersection improvements associated with Increment 1— Phase 1 as set forth herein. Site-related improvements include, but are not limited to, the following: site driveways and roads; median cuts made necessary by those driveways or roads; right-turn, left-turn, and deceleration or acceleration lanes leading to or from those driveways or roads; traffic control measures for those driveways or roads; and roads or intersection improvements whose primary purpose at the time of construction is to provide access to the

1	development. The specific site-related improvements shall be subject to review and
2	approval under the Site Plan Review process as provided in Section 3-9-5.1 of the Code
3	of Laws and Ordinances of Charlotte County, Florida ("Code"), and coordination with
4	FDOT. The site-related improvements are as follows:
5 6 7 8 9 10 11 12 13 14 15	SR 31 and South Project Entrance - Add NB Right-Turn Lane - Add SB Left-Turn Lane - Signal, If and When Warranted SR 31 and North Project Entrance - Add NB Right-Turn Lane - Add SB Left-Turn Lane - Signal, If and When Warranted Construction of ingress and egress driveways, as necessary along
16 17	SR 31.
18	c. The off-site traffic impacts of Increment 1-Phase 1, through 2014, as estimated by
19	the AIDA traffic analysis are identified in Exhibit J, which is attached hereto and
20	incorporated herein by reference. These off-site traffic impacts have been accepted by
21	FDOT, County, Lee County, DCA, and the SWFRPC, as the impacts resulting from
22	Increment 1-Phase 1.
23	1. The mutually agreed upon significant and adversely impacted
24	roadways and the identified improvements for Increment 1-Phase 1 are:
25 26 27 28	 a. SR 31 from SR 78 to North River Road Widen from 2 to 4 lanes 2. The mutually agreed upon significantly and adversely impacted
29	intersections and the identified improvements for Increment 1-Phase 1
30	are:
31	

1 2 3 4	 a. SR 31 and SR 80 - Add Second Southbound Left-Turn Lane - Add Second Eastbound Left-Turn Lane - Signal Retiming
5 6 7 8	 b. SR 31 and SR 78 - Add Second Eastbound Left-Turn Lane - Signal Retiming
9 10 11 12 13	 c. SR 31 and North River Road - Add Westbound Left-Turn Lane - Signalization, If and When Warranted
13	The Increment 1-Phase 1 proportionate share of the improvements, as
15	shown on Exhibit K, has been calculated consistent with F.S. 163.3180
6	(12)(a) and Rule 9J-2.045, F.A.C. The Increment 1-Phase 1 proportionate
17	share calculation was based on 1,156 pm peak hour two-way external trips
8	and 1,032 pm peak hour two-way net new trips established by the AIDA
9	traffic analysis. The calculated proportionate share for Increment 1-
20	Phase 1 is \$3,368,100 based upon the proportionate share percentages for
21	each improvement as shown on Exhibit K. The proportionate share
22	percentages have been accepted by FDOT, Charlotte County, Lee County,
23	DCA, and the SWFRPC for Increment 1-Phase 1, recognizing that the
24	actual costs may increase or decrease based upon the final actual costs of
25	the agreed upon improvements.
26	3. a. The Increment 1- Phase 1 agreed upon mitigation of the
27	significantly and adversely impacted roadways and intersection
28	improvements identified in Condition 4(A) (1) b.1., accepted by FDOT,
29	Charlotte County, Lee County, DCA, and SWFRPC, shall be the

following schedule of listed improvements and date-certain payment provisions:

Reference #	Item	Total Cost	Anticipated Start Date
1	Intersection Improvements: - SR31 and SR80	\$243,000	Monitoring ⁽¹⁾
2	SR 31 Widening to 4 Lanes from SR 78 to North River Road Cause to have prepared Project Development and Environment Study of SR31 from SR78 to North River Road	\$260,000	Initiated (2)
	Prepare Preliminary Engineering Plans for SR 31 from SR78 to North River Road	\$774,000	2012
	 Undertake Right-of-Way Acquisition for SR 31 from SR78 to North River Road Construct Interim Intersection Improvements: 	\$980,000	2014
	- SR 31 and North River Road - SR 31 and SR 78 Construct 4 Lane Improvement for SR 31 from SR78 to North River Road	\$521,000 \$126,000 \$5,935,000	Monitoring ⁽¹⁾ Monitoring ⁽¹⁾ 2015
3	SR31 Traffic Count Stations	\$100,000	2011
	TOTAL	\$ 8,939,000	

⁽¹⁾ Start date as required per Condition 4(A) (1) b.(4)(a)

b. If and when requested by Charlotte County, the Developer shall also make certain intersection improvements at SR 31 and CR 74, to extend the Northbound to Westbound Left Turn Lane, at an estimated cost of \$100,000, and as set forth in more detail in Section 4.d. below. The anticipated start date for these intersection improvements is 2013.

⁽²⁾ These tasks have been initiated early by Developer to facilitate completion of required improvements.

1	4.	After the effective date of this Incremental Development Order, the
2	Devel	oper shall:
3		a. Initiate the intersection improvements (Reference #1 above) no
4		later than 90 days after the monitoring report indicates that the
5		Project is generating at least 300 pm peak hour, two-way
6		external trips and the intersection is projected to operate below
7		the adopted level of service standard within 12 months. If
8		these improvements are not initiated within the above time
9		period, no building permits beyond these limitations can be
10		issued until these improvements are initiated.
11		b. Initiate the improvements of SR 31 to eventually result in the
12		four-laning for SR 31 from SR 78 to North River Road
13		(Reference #2 above). The improvements will consist of the
14		following:
15		i) Coordinate with FDOT to fund, continue and complete the
16		Project Development and Environment Study (PD&E) for SR31
17		from at least SR78 to North River Road.
18		ii) Coordinate with FDOT to undertake the Preliminary
19		Engineering for the SR31 roadway widening from at least SR
20		78 to North River Road.
21		iii) Coordinate acquisition and funding with either the Babcock
22		Ranch Community Independent Special District, Charlotte

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County, Lee County or FDOT to assemble necessary right-ofway.

- iv) Coordinate with FDOT to construct the four-lane improvement. As identified in Condition 4(A)(1)c.3 above, it is anticipated that the PD&E study, the preliminary engineering, and the right-of-way acquisition will occur through 2014. Construction of the widening improvement is anticipated to commence in 2015. Of note, the interim intersection improvements may provide additional capacity to the roadway to maintain the roadway level of service standards, subject to biennial monitoring and confirmation after construction of the interim intersection improvements.
- v) Coordinate with FDOT to construct interim intersection improvements at SR 31 and North River Road and at SR 31 and SR 78. Intersection improvements are to be initiated no later than 90 days after the monitoring report indicates that the Project is generating at least 300 pm peak hour, two-way external trips.
- c. Install permanent traffic count stations at the Project's access points off SR 31 at the time of constructing the access points and up to two permanent traffic count stations along SR31, north and south of the proposed permanent entrances to the

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Community in 2011. Final location of the count stations will be coordinated with Charlotte County (Reference #3 above).

- d. If and when requested by Charlotte County the Developer will provide for the extension of the northbound SR31 left turn lane at CR 74. Charlotte County will complete the analysis to determine the extent of the improvement and the timing requirement of the improvement.
- 5. FDOT has maintenance authority for SR 31 and the intersection improvements set forth above. Developer shall be responsible for the guaranteed construction of the above improvements, in accordance with the above schedule, and in accordance with the binding and enforceable commitment by the Developer in this Incremental Development Order and on the attached Exhibit L to assure construction or improvement of these facilities, pursuant to F.S. 163.3180(12)(a)4. and Rule 9J-2.045(7)(a)1.a.(V), F.A.C.
- 6. As the cost of the mitigation by the Developer for Increment 1-Phase 1 exceeds the proportionate share of the impacts from Increment 1-Phase 1 of \$3,368,100 (as adjusted up or down in accordance with actual costs and based upon the accepted proportionate share percentages shown on Exhibit K), the Developer shall be credited to the overall impact of the Project for the cost of improvements beyond the proportionate share amount as provided in the MDO and applicable law. Developer and Charlotte County may enter into a Transportation Credit Agreement to

further delineate the terms and procedures for implementing credits for identified improvements set forth above in excess of the proportionate share of Increment 1-Phase1. Credit for the cost of additional improvements as set forth above shall be analyzed as part of transportation analysis for Increment 1-Phase 2 or future increments and to be included in subsequent incremental development orders.

d. As provided for elsewhere in this Incremental Development Order, the Developer shall submit biennial Monitoring Reports pursuant to the requirements of Section 380.06(18), F.S., Chapter 9J-2, F.A.C., and the MDO.

- e. Satisfaction of the required mitigation in the timeframes as outlined and compliance with the transportation related provisions of this Incremental Development Order for Increment 1-Phase 1 shall satisfy the road or traffic concurrency requirements of the Charlotte County Comprehensive Plan, Charlotte County Land Development Regulations, and the Charlotte County Concurrency Management System, through December 31, 2014 (the build out date of Increment 1-Phase 1). If the Developer proposes to extend the build out date of Increment 1-Phase 1 beyond December 31, 2014, the Developer and the review agencies, during the development order amendment process pursuant to Section 380.06(10), Florida Statues, shall re-evaluate the future traffic impact of the development in a manner consistent with the Master Development Order, and shall re-evaluate the concurrency status of Increment 1-Phase 1 on all roadway segments listed in Conditions 4(A)(1)c.1 above.
- f. DCA has determined that SR 31 is a Regionally Significant Roadway as defined in Rule 9J-2.045, F.A.C.

- g. Charlotte County, by approving this Incremental Development Order, has exercised its discretion to accept this mitigation for Increment1-Phase 1.
 - h. Improvements to the facilities outlined above shall be made at the time that a road segment or intersection is expected to operate below the level of service standard adopted in an impacted jurisdiction's Comprehensive Plan. No building permits for residential and non-residential development shown on Exhibit E for Increment 1- Phase 1 shall be issued unless the improvements are: a) complete, b) under construction, c) the subject of a clearly identified, executed and recorded local government development agreement consistent with Sec. 163.3220 through 163.3423, F.S. incorporated into the Incremental Development Order ensuring completion concurrent with impacts; or d) the subject of a binding commitment ensuring completion concurrent with impacts incorporated into the Incremental Development Order.

12 (2) Increment 1-Phase 2

- a. Increment 1-Phase 2 transportation impacts and mitigation shall be addressed through an NOPC. All other conditions, other than Transportation, have been fully addressed for the entire Increment 1, so that the NOPC need only address Transportation issues, unless the Developer wishes to make other changes to the Development Program which necessitates a review of the other conditions.
- 19 (3) The Master Internal Circulation Plan for Increment 1 is attached hereto as 20 Exhibit G.

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